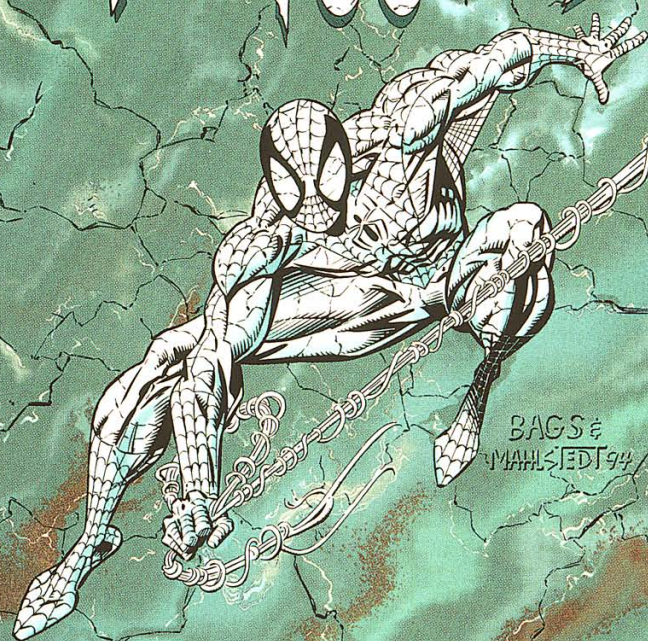


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THE AMAZING SPIDER-MAN



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from Stan Lee

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J.M. De Matteis / Writer
Mark Bagley / Penciler
Larry Mahlstedt / Inker
Bill Oakley / Letterer
Bob Sharen / Colorist

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Tom Grummett / Penciler
Al Milgrom / Inker
Starkings/Comcraft / Letterer
Chia-Chi Wang / Colorist

Danny Fingeroth
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Mark Bernardo
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Intro

Wow! Did it really happen more than 30 years ago?

It seems like only yesterday that I, as a comic book writer/editor, was trying to convince our publisher to give artist Steve Ditko and me the go-ahead to try a new super hero strip called Spider-Man.

I never expected the reaction we received. We were told, "You can't call a hero Spider-Man, people hate spiders!" Then, when I said Spidey would be a teenager, Mr. Publisher blew a gasket. "A teenager can't be a super hero! Teenagers are only sidekicks!" And finally, after being told that trouble-plagued Peter Parker would be the original hard-luck kid, with all the problems and hang-ups of any average teenager, he went ballistic. "Are you off your rocker? Who ever heard of heroes with everyday problems? Heroes are superior to other people, they don't have ordinary problems. That's why they're heroes!"

Well, you get the idea. The Amazing Spider-Man was not an easy sell. But truth, justice and the American Way finally triumphed, and in the months that followed, a perceptive, culturally cognizant, socially aware reading public proved that even an all-knowing publisher can be wrong.

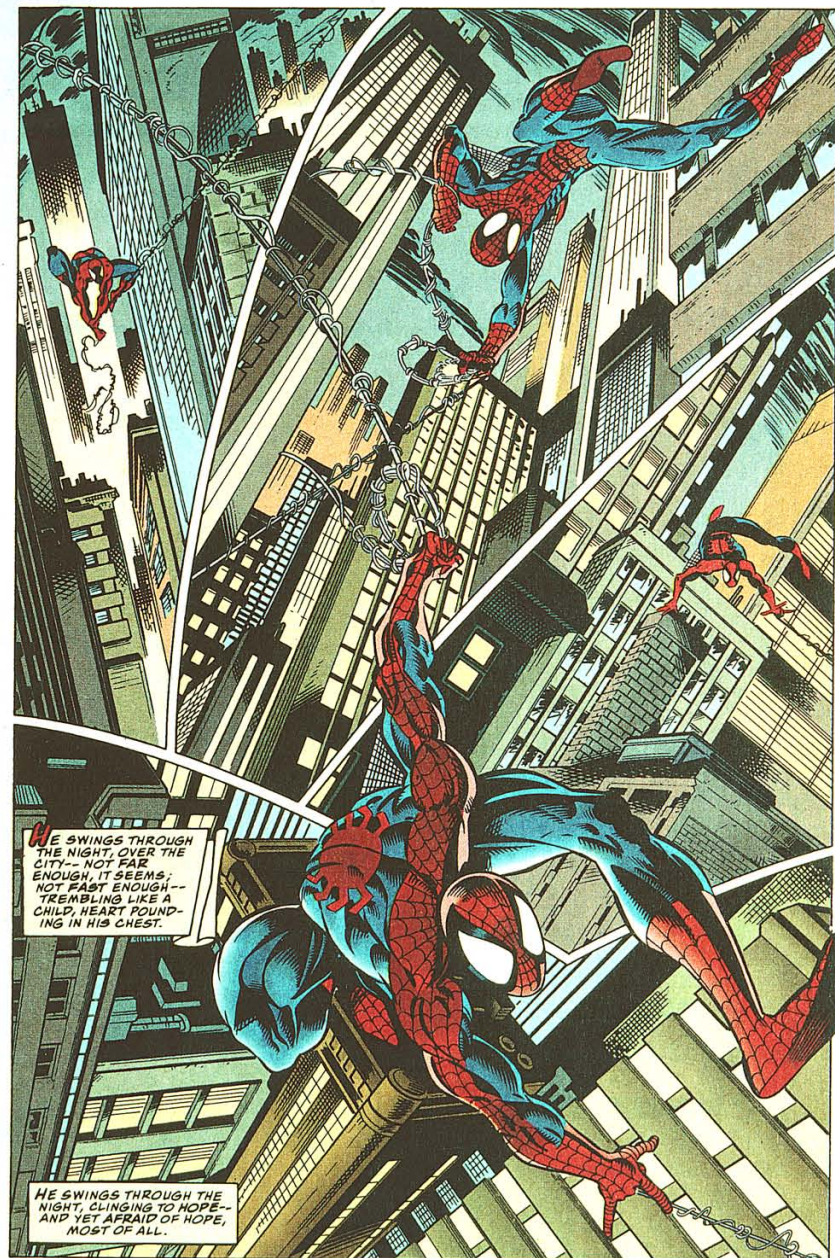
And now, three dazzling decades later, thanks to the uncanny acumen of fans such as you, your friendly neighborhood Spider-Man is known and loved throughout the globe.

So, thanks for being with us to celebrate his 400th incredible issue, and be sure to catch us again when number 1,000 rolls around!

Excelsior!



Stan Lee



HE'S BEEN DISAPPOINTED
ONCE TOO OFTEN THROUGH
THE YEARS: BEEN LIEP TO,
BETRAYED, ABANDONED
AND BROKEN.

YES, IT'S BEEN HARD. YES, THERE HAVE
BEEN TIMES WHEN HE'S GIVEN UP,
SURRENDERED TO DESPAIR. BUT HE'S
ALWAYS COME BACK.

DOCTOR
CAPUTO!

MR.
PARKER...?

YOU CERTAINLY GOT
HERE FAST. I DON'T
THINK I CALLED YOU
MORE THAN FIFTEEN
MINUTES AGO--!

HOW IS SHE,
DOCTOR?

YET IT'S IN HIS
NATURE TO HOPE:
TO BELIEVE IN THE
BEST INSIDE
HIMSELF... AND IN
THE WORLD
AROUND HIM.

AND HASN'T HIS BELIEF
PROVED ITSELF, OVER
AND OVER? HASN'T HE
CHEATED DEATH, FOUND
LOVE, BUILT A LIFE?

PETER PARKER
IS A SURVIVOR...

WHY DON'T
YOU SEE FOR
YOURSELF?

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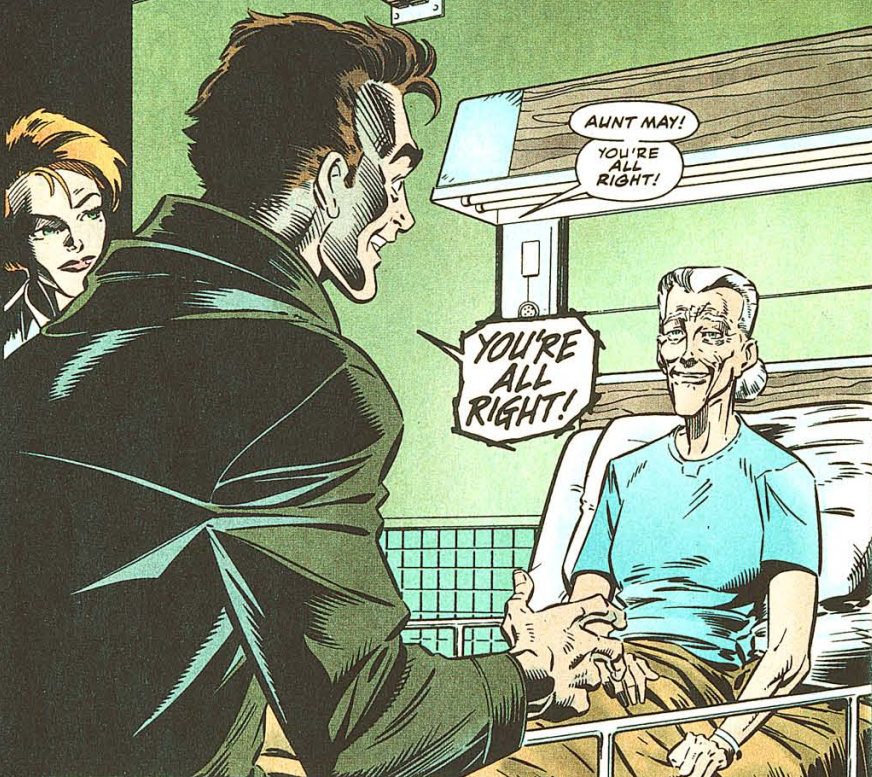
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...AND SO IS
HIS AUNT.

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The Amazing Spider-Man!

The Gift



AUNT MAY!

YOU'RE
ALL
RIGHT!

YOU'RE
ALL
RIGHT!

J. M. DeMatteis • Mark Bagley • Larry Mahlstedt
WRITER PENCILER INKER
(Randy Emberlin INKER PGS. 32 & 33)
Oakley King • Bob Sharen • Danny Fingeroth • Bob Budiansky
LETTERERS COLORIST EDITOR CHIEF

Dedicated, with deep respect
and admiration, to Stan Lee,
Steve Ditko and John
Romita, Jr.

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I KNEW IT!

OH, AUNT MAY--I KNEW YOU'D COME BACK TO US!

OF COURSE I CAME BACK.

DO YOU THINK I'D EVER JUST LEAVE YOU... WITHOUT SAYING GOODBYE?

I--I'VE GOT SO MUCH TO TELL YOU!

AND I WANT TO KNOW EVERYTHING.

SO MUCH HAS HAPPENED SINCE YOU--

BUT NOT TILL AFTER--

--YOU'VE TAKEN ME HOME.



I'M AFRAID YOU WON'T BE GOING HOME FOR QUITE A WHILE YET, MRS. PARKER--!

WE'RE ALL DELIGHTED... TO SAY THE LEAST... THAT YOU'RE OUT OF YOUR COMA... BUT THAT DOESN'T MEAN YOU'RE IN ANY CONDITION TO LEAVE THE HOSPITAL.

THERE ARE PROCEDURES... TESTS WE HAVE TO RUN... REPORTS ON--

DOCTOR... I APPRECIATE ALL YOU'VE DONE FOR ME-- BUT I WILL NOT BE POKED AND PRODDED ANYMORE.

GOD KNOWS, IF ANYTHING IS GOING TO KILL ME--YOUR TESTS WILL.



BUT--!

NO "BUTS," YOUNG LADY. MY NEPHEW IS TAKING ME HOME--

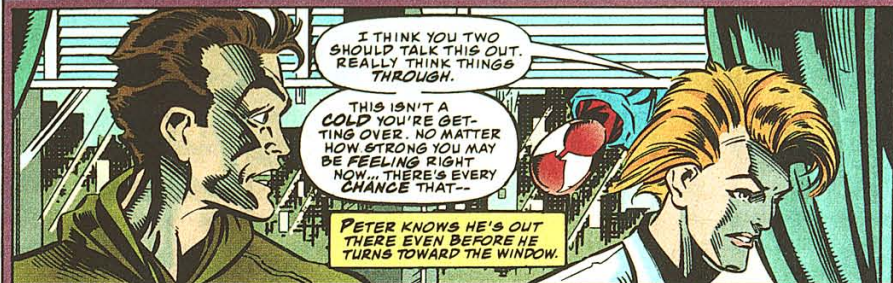
--FIRST THING IN THE MORNING.

I DON'T KNOW, AUNT MAY. IF DOCTOR CAPUTO THINKS YOU SHOULD STAY A FEW MORE DAYS, I DON'T SEE THE HARM.

WE DON'T WANT TO TAKE ANY UNNECESSARY RISKS.

PETER, AT MY AGE, A FEW DAYS MIGHT AS WELL BE A FEW LIFETIMES.

I'M GOING HOME IN THE MORNING... AND THAT'S ALL THERE IS TO IT.



I THINK YOU TWO SHOULD TALK THIS OUT. REALLY THINK THINGS THROUGH.

THIS ISN'T A COLD YOU'RE GETTING OVER. NO MATTER HOW STRONG YOU MAY BE FEELING RIGHT NOW... THERE'S EVERY CHANCE THAT--

PETER KNOWS HE'S OUT THERE EVEN BEFORE HE TURNS TOWARD THE WINDOW.



IDIOT, HE THINKS. WHAT IS HE DOING?



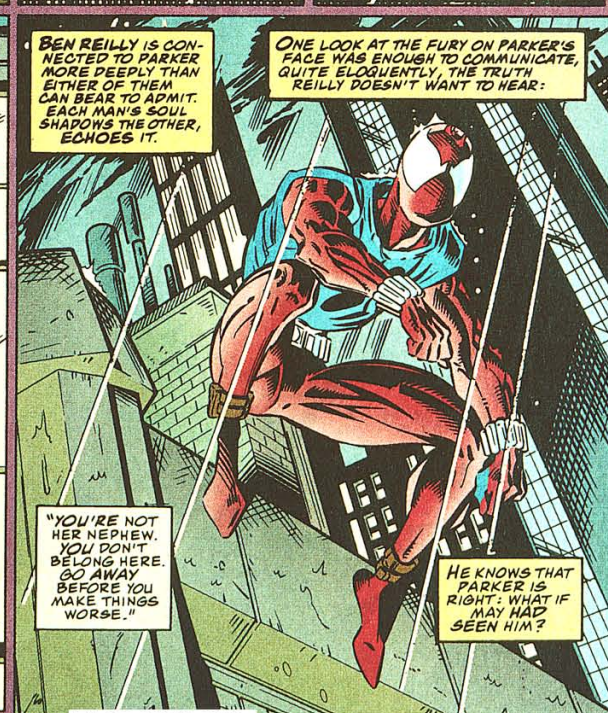
DOESN'T HE REALIZE WHAT COULD HAPPEN IF AUNT MAY SEES HIM? IN HER CONDITION, SHE MIGHT--

BUT BEFORE THE THOUGHT IS COMPLETED...



"THE SCARLET SPIDER IS GONE."

PETER PARKER'S CLONE SCALE THE SIDE OF FOREST HILLS HOSPITAL, CURSING HIMSELF FOR A FOOL.



BEN REILLY IS CONNECTED TO PARKER MORE DEEPLY THAN EITHER OF THEM CAN BEAR TO ADMIT. EACH MAN'S SOUL SHADOWS THE OTHER, ECHOES IT.

ONE LOOK AT THE FURY ON PARKER'S FACE WAS ENOUGH TO COMMUNICATE, QUITE ELOQUENTLY, THE TRUTH REILLY DOESN'T WANT TO HEAR:

"YOU'RE NOT HER NEPHEW. YOU DON'T BELONG HERE. GO AWAY BEFORE YOU MAKE THINGS WORSE."

HE KNOWS THAT PARKER IS RIGHT: WHAT IF MAY HAD SEEN HIM?

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HE REMEMBERS HOW SHE'D SIT IN
FRONT OF THE TELEVISION, WATCH-
ING THE NEWS... GOING ON AND ON
ABOUT "THAT AWFUL SPIDER-MAN."

SOMETHING
IN THAT
MASKED
FACE
ALWAYS
HORRIFIED
HER...
MADE HER
ALMOST
IRRATIONAL.

THAT THE ONLY
REASON HE
CAME BACK TO
NEW YORK
WAS TO BE
HERE FOR
MAY DURING
THIS CRISIS.

BUT THE ACHE CUTS TWO WAYS;
BECAUSE, IF MAY IS ALL
RIGHT, THEN THERE'S NO REAS-
ON FOR HIM TO REMAIN IN
NEW YORK.

AND
NOW THE
CRISIS
IS OVER.
SHE'S
ALL
RIGHT!

TO SEE HER WELL AGAIN...
SITTING UP, TALKING,
SMILING... FILLS HIS HEART
SO MUCH IT ACHES.

HE SHOULD PACK HIS BAG,
HIT THE OPEN ROAD, AND
RETURN TO THE
WANDERER'S LIFE.

NOT A BAD
LIFE, REALLY.
HE'S DONE
PRETTY WELL
THESE PAST
FIVE YEARS.
HE'S FOUND
AN INNER
BALANCE,
FOUND
HIMSELF.

OR AT
LEAST HE
THOUGHT
HE HAD.

I REMEMBER?
HE THINKS. NO...
PETER REMEM-
BERS. I JUST
REMEMBER --

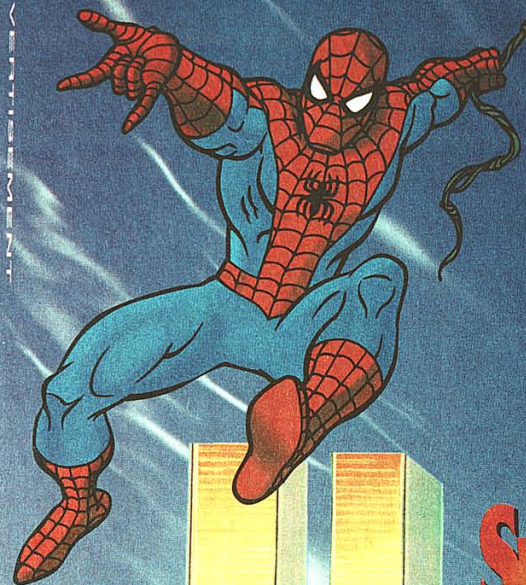
--THE MEMORY.

BUT REAL MEMORY
OR IMPLANTED ONE,
HE CAN'T CHANGE
THE FACT THAT HE
LOVES HER.

COMING BACK
HERE-- TO THIS
PLACE WHERE
EVERY STREET
CORNER MIRRORS
A PAST HE YEARNS
FOR AND A FUTURE
HE CAN NEVER
HAVE-- HAS BEEN
A KIND OF SWEET
TORTURE.

EQUAL PARTS
PLEASANT
DREAM--AND
TERRIFYING...

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**STOP
CRAWLING
THE WALLS!**

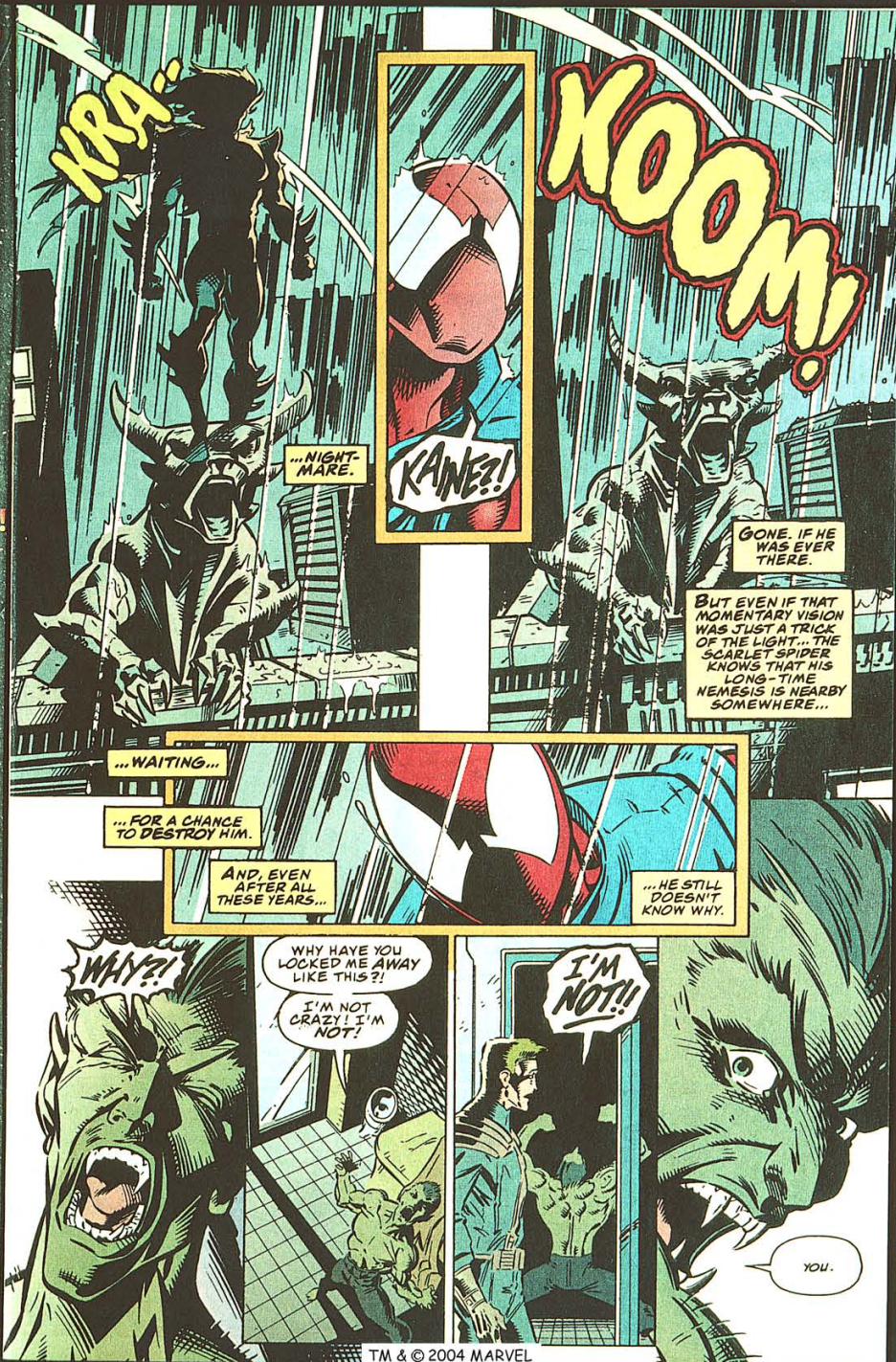
THE MOMENT
YOU'VE BEEN
WAITING FOR
HAS ARRIVED!

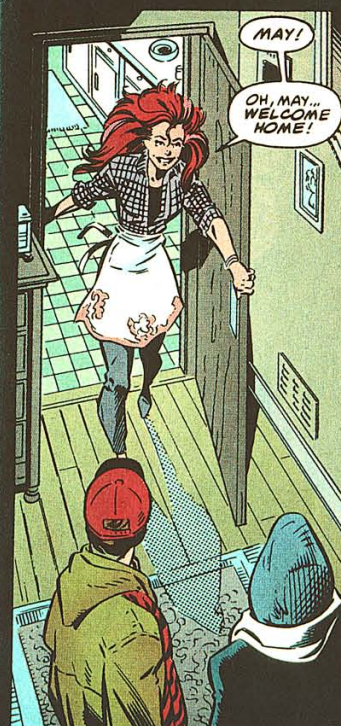
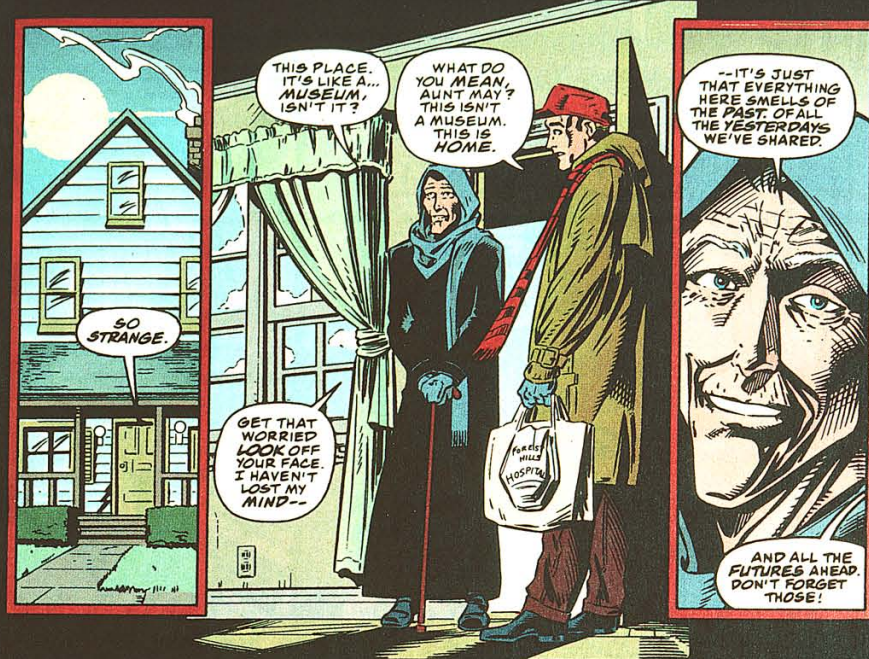
SPIDER-MAN THE ANIMATED SERIES

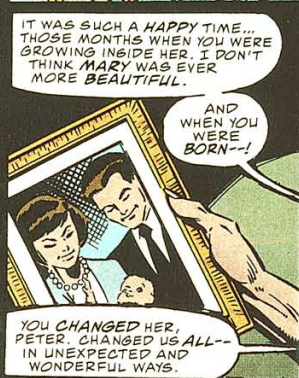
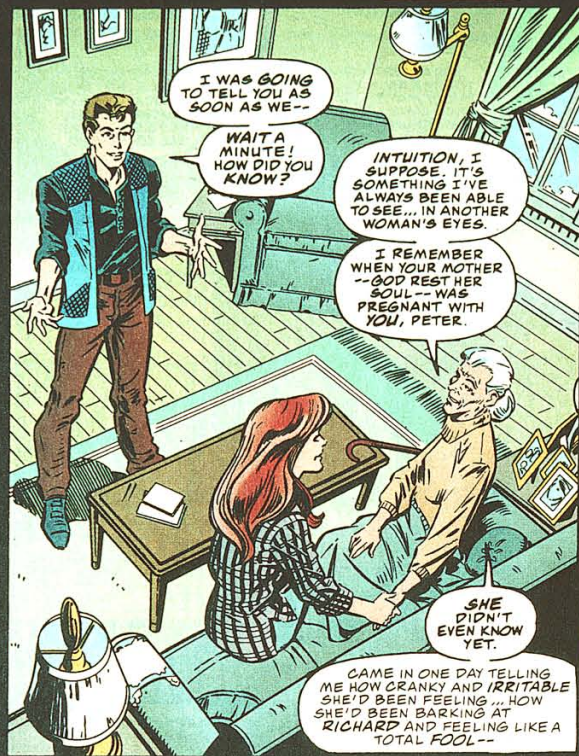
**SATURDAY
MORNINGS
ON FOX KIDS**



SPIDERMAN







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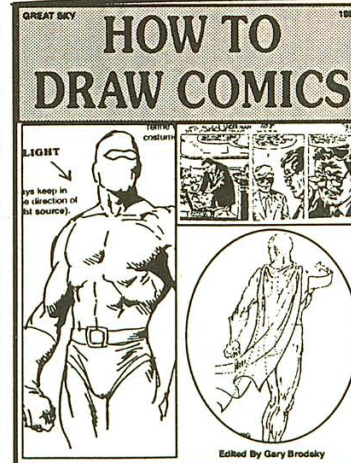
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HE SHOULD BE HAPPY THAT MAY'S HOME. HAPPY THAT THE FAMILY IS TOGETHER AGAIN, SHARING THE DELIGHTS OF THIS MAGIC, MIRACULOUS TIME.

BUT HE'S NOT.

MAYBE, HE THINKS, I'M INCAPABLE OF BEING HAPPY. MAYBE I'VE SPENT SO MANY YEARS WORRYING ABOUT SYMBIOTES AND SIMULACRA AND CLONES THAT I CAN'T TRUST EVEN THE SIMPLEST JOY.



EVEN NOW, EVEN HERE, I'M WAITING FOR SOMETHING DARK AND UGLY TO COME CRAWLING...



PETER--

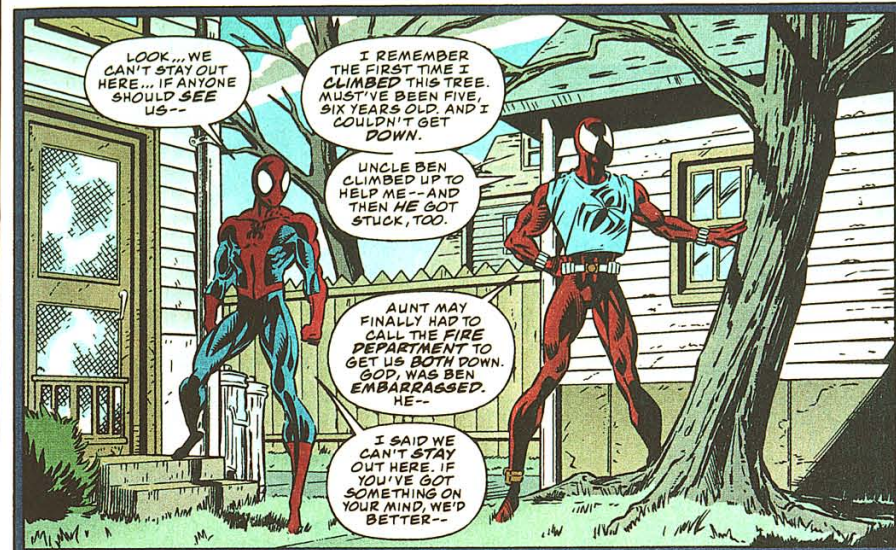
...OUT OF THE SHADOWS.

--WE HAVE TO TALK.



YEAH.

MAYBE WE DO.



LOOK... WE CAN'T STAY OUT HERE... IF ANYONE SHOULD SEE US--

I REMEMBER THE FIRST TIME I CLIMBED THIS TREE. MUST'VE BEEN FIVE, SIX YEARS OLD, AND I COULDN'T GET DOWN.

UNCLE BEN CLIMBED UP TO HELP ME-- AND THEN HE GOT STUCK, TOO.

AUNT MAY FINALLY HAD TO CALL THE FIRE DEPARTMENT TO GET US BOTH DOWN. GOD, WAS BEN EMBARRASSED. HE--

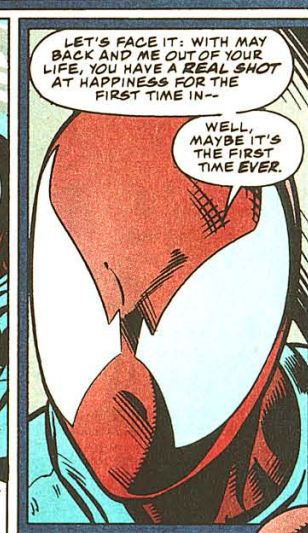
I SAID WE CAN'T STAY OUT HERE. IF YOU'VE GOT SOMETHING ON YOUR MIND, WE'D BETTER--



I'M LEAVING.

WHAT? WHY?

PLEASE, DON'T PRETEND YOU'RE NOT RELIEVED.



LET'S FACE IT: WITH MAY BACK AND ME OUT OF YOUR LIFE, YOU HAVE A REAL SHOT AT HAPPINESS FOR THE FIRST TIME IN--

WELL, MAYBE IT'S THE FIRST TIME EVER.



BUT-- HOW CAN YOU LEAVE AFTER WHAT THE JACKAL TOLD US? WE BOTH HAVE TO FACE THE POSSIBILITY THAT--

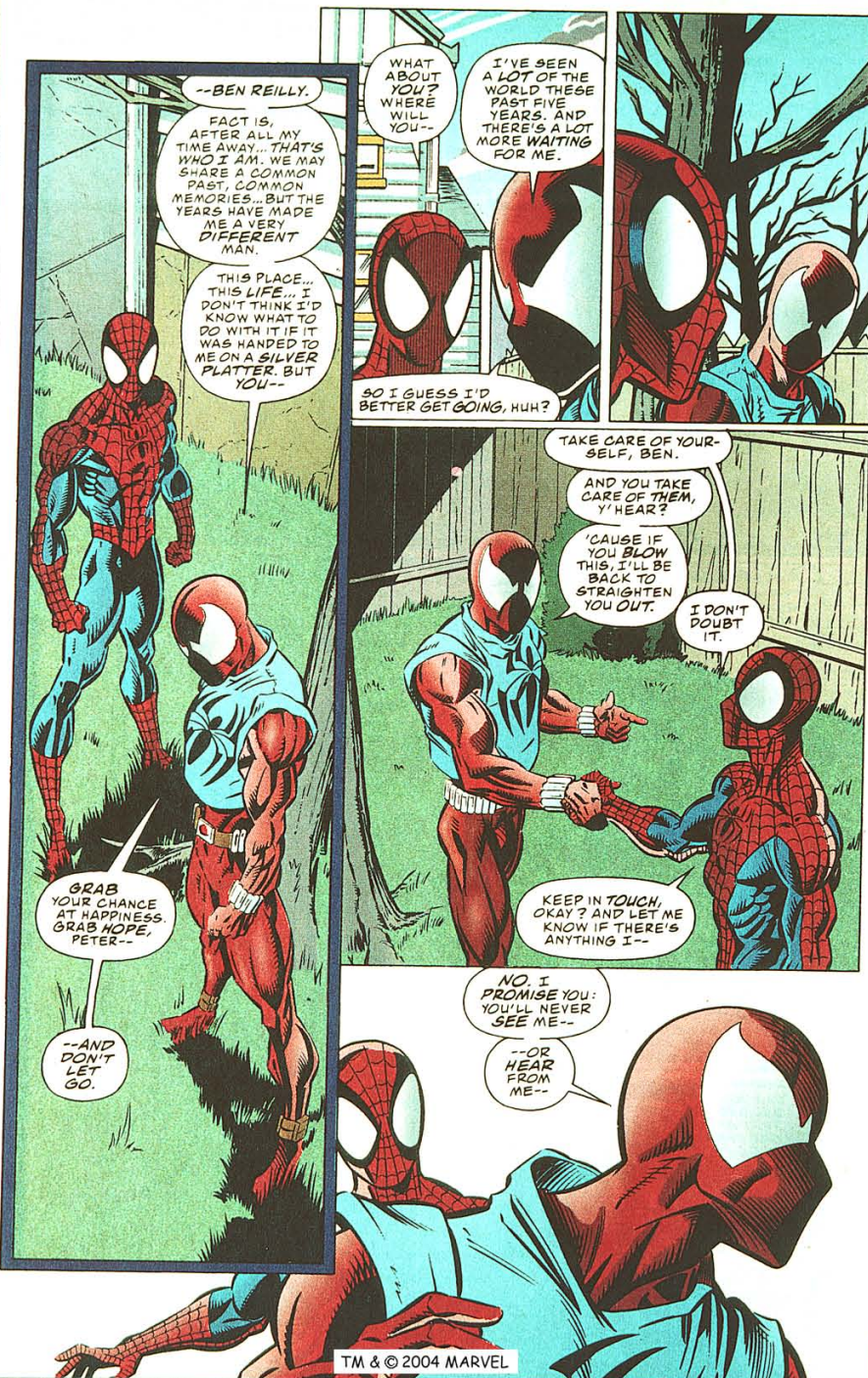
--THAT I MIGHT BE THE REAL ONE AND YOU MIGHT BE THE CLONE? OR THAT WE MIGHT BOTH BE CLONES?



YOU DON'T BELIEVE THAT ANY MORE THAN I DO.

ALL THE JACKAL WANTED WAS TO MESS WITH OUR MINDS... HURT US MORE THAN HE ALREADY HAS.

WE BOTH KNOW THE TRUTH: YOU'RE THE REAL PETER PARKER AND I'M--



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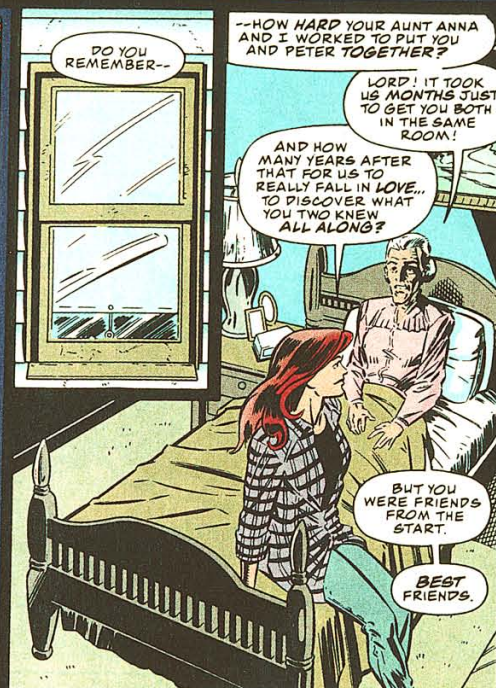
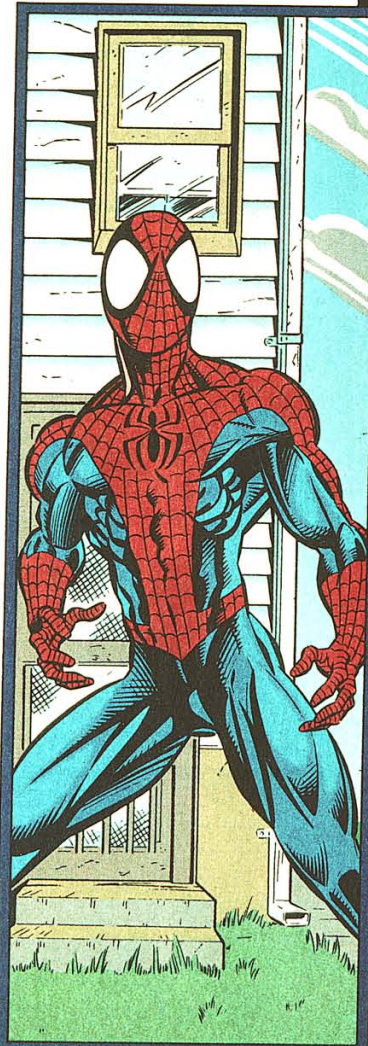
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--AGAIN.



DO YOU REMEMBER--

--HOW HARD YOUR AUNT ANNA AND I WORKED TO PUT YOU AND PETER TOGETHER?

LORD! IT TOOK US MONTHS JUST TO GET YOU BOTH IN THE SAME ROOM!

AND HOW MANY YEARS AFTER THAT FOR US TO REALLY FALL IN LOVE... TO DISCOVER WHAT YOU TWO KNEW ALL ALONG?

BUT YOU WERE FRIENDS FROM THE START.

BEST FRIENDS.

FRIENDSHIP. THAT'S WHAT MATTERS MOST IN A MARRIAGE, MARY JANE.

THERE WERE TIMES I THOUGHT BEN PARKER WAS THE MOST PERFECT MAN ON EARTH... AND THERE WERE TIMES I THOUGHT HE WAS THE BIGGEST FOOL GOD EVER CREATED--

--BUT HE WAS ALWAYS MY FRIEND.



I'M SO GLAD PETER CHOSE SUCH A TRUE AND WONDERFUL FRIEND TO BE HIS BRIDE.



THAT BABY OF YOURS IS SO BLESSED--

--TO HAVE YOU TWO--



FOR

PARENTS



NO, MAY--



--WE'RE THE ONES WHO ARE BLESSED--



--BECAUSE WE HAVE YOU.



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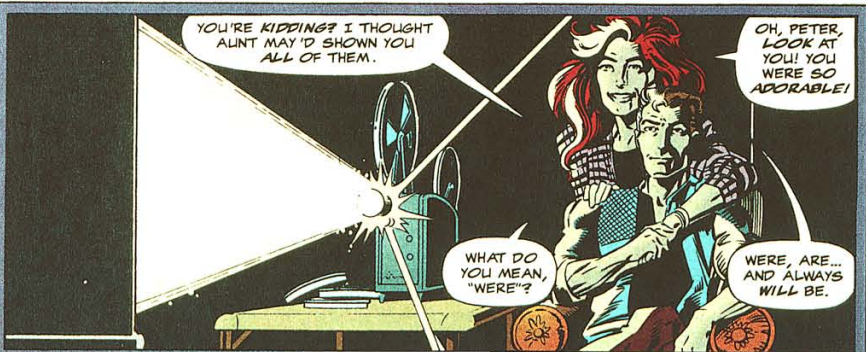
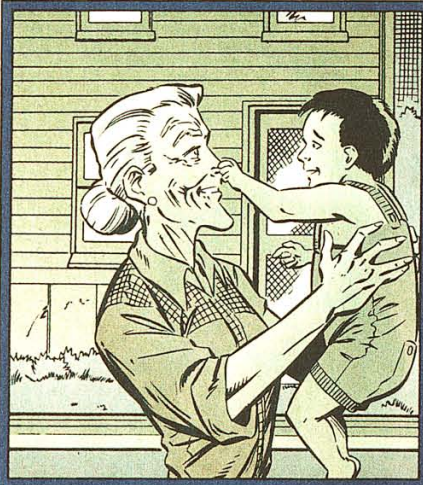
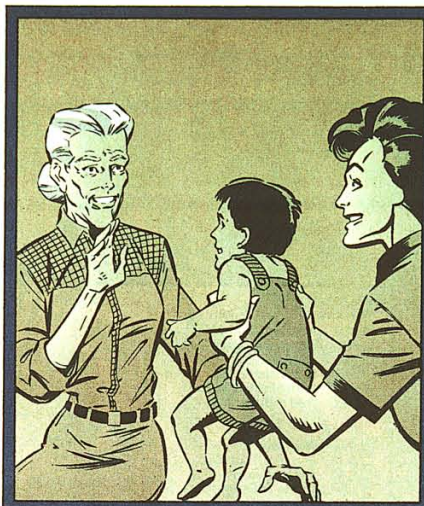
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shades and deadbolted doors, Venom employs every terrifying weapon in his power to stop the murderous rampage of his sociopathic symbiotic son—and Carnage isn't taking daddy's discipline quietly! And this time there's no pain-in-the-neck Spider-Man to spoil their fun! It's the ultimate Venom-Carnage showdown! But don't worry. It's only a video game. Isn't it?

VENOM: CARNAGE UNLEASHED! #1—the first chapter in a brutal and riveting four-issue drama—is written by Larry (WOLVERINE) Hama, with art by Andrew Wildman and Joe Rubinstein

**MORTAL THOUGHTS
AMAZING SPIDER-MAN #400**

This month, in **AMAZING SPIDER-MAN #400**, the web-slinger again confronts the one implacable enemy whose long shadow has darkened Spider-Man's career from the very beginning, whose dark laughter has forever lurked in the deepest corners of Peter Parker's heart, and whose haunting name continues to echo across the concrete canyons of New York City.

That enemy is Death. And once again, Spider-Man loses the battle, as a member of the Parker family—a character we've known for a long, long time—meets the ultimate fate!

AMAZING SPIDER-MAN #400, featuring a die-cut, multi-level embossed cover, is by J.M. DeMatteis, Mark Bagley and Larry Mahlstedt. Also included in this 64-page-turner is Part 1 of "The Parker Legacy," a three-part tale of Ben (the Clone) Reilly's "lost" years by DeMatteis, John Romita (the Junior) and John Romita (the Senior), plus a special back-up scripted by Stan "The Man" Lee over a DeMatteis plot, with artwork by Tom Grummett and Al Milgrom.

If you ever dare miss even one issue of **AMAZING SPIDER-MAN**, don't let it be this one!

SNEAK PREVIEW — THE MARK OF KAIN!

He murdered the Grim Hunter and Doctor Octopus. He stalks Spider-Man and the Scarlet Spider. He dreams of Mary Jane Watson-Parker's death. He knows Peter Parker's secret. He calls himself Kaine. But who is he... and what does he want? Soon, True Believers. Very soon. Starting next month... You'll know.



VIDEO BYTES — VENOM: CARNAGE UNLEASHED! (PART 1 OF 4)

It's the hottest vid-game yet! It's "Carnage Unleashed!" and even your grandmother's playing it!

Only somebody forgot to get licensing rights from a certain bloodthirsty, raving psychopath.

Now Carnage wants a cut of the action... and he'll cut you to pieces getting it.

The only one who can stop him is the web-slinger—

Venom???

As New Yorkers cower, behind drawn

ON SALE THIS MONTH:

- WEB OF SPIDER-MAN #123** (Kavanaugh/Butler/Emberlin): He holds the key to their future—but what's behind the door? It's Spider-Man and the Scarlet Spider in their final showdown against the Jackal as "Flashes and Pawns!" concludes! And who is this mysterious third Peter Parker?!
- AMAZING SPIDER-MAN #400** (DeMatteis & Lee/Bagley, Grummett & Romita Jr./Mahlstedt, Milgrom & Romita Sr.): A milestone... or should that be tombstone... in Spider-Man's life! The death of a Parker! 64 pages including "The Parker Legacy: Part 1"—a tale of the Clone's lost years—and a bonus story scripted by Stan Lee.
- SPIDER-MAN #57** (Mackie & DeMatteis/Lyle & Romita, Jr./Hanna & Romita): "Aftershocks: Part 1!" It's not over yet! The stunning repercussions from ASM #400! Kaine is still out there—and the Scarlet Spider is on his own! The mystery of the third Peter continues! Plus—"The Parker Legacy: Part 2"—48 pages.
- SPECTACULAR SPIDER-MAN #223** (DeFalco & DeMatteis/Buscema & Romita, Jr./Sienkiewicz & Romita, Sr.): "Aftershocks: Part 2!" The heart-stopping conclusion! Can the Scarlet Spider stop Kaine before it's too late? An incredible revelation about Peter Parker #31! Also, the final chapter of "The Parker Legacy." 48 pages.
- SPIDER-MAN ADVENTURES #5** (Yomtov/Saviuk): Mysterious doings with Mystery! (Adapted from the hit FOX-TV animated series!)
- SPIDER-MAN: CARNAGE** (Michelinie/Bagley/Emberlin): Just how did Cletus Cassidy become the slaughtering Carnage? This 80-page bookshelf reprint reprints **AMAZING SPIDER-MAN** #s 361-363. A perfect prequel to the **VENOM: CARNAGE UNLEASHED** Limited Series!
- SPIDER-MAN: FRIENDS & ENEMIES #4 of #4** (Fingerath/Lim/McKenna): The final fate of the characters who've set comicdom on its ear: the MetaHumans! Guest-starring Darkhawk, Nova and Speedball of The New Warriors!
- SPIDER-MAN: FUNERAL FOR AN OCTOPUS #2 OF 3** (Brevoort & Kantorovich/Johnson/Milgrom): Doc Ock's dead. Who will inherit his legacy? Guest-starring Spider-Man, The Scarlet Spider and The Sinister Six!
- SPIDER-MAN TRADE PAPERBACK: INVASION OF THE SPIDER-SLAYERS** (Michelinie/Bagley/Emberlin): Spider-Man is marked for termination by arachnid super-robots! This 112-page trade paperback reprints **AMAZING SPIDER-MAN** #s 368-373.
- SPIDER-MAN MAGAZINE #13** (Cavaliere/Murray): Spidey and the X-Men tackle Magneto!
- SPIDER-MAN: THE POWER OF TERROR #4 OF 4** (Wright/Robertson): Silvermane rules the criminal world in New York—but his subjects are in revolt! Guest-starring Daredevil, Deathlok, and The Punisher!
- VENOM: CARNAGE UNLEASHED #1 OF 4** (Hama/Wildman/Rubinstein): "Carnage Unleashed!"—it's the hottest-selling video game in creation... and Carnage wants his cut!
- NEW WARRIORS #58** (Skolnick/Zircher/Patterson): War threatens to engulf the Middle East... unless the Warriors can save a peace conference from calamity in New York!
- NOVA #16** (Marrinan/Marrinan/Stegbauer): The conclusion of the "Deathstorm" saga. Nova must figure out how to save Earth from total annihilation... while he fights Warlord K'ron seven billion light years away!
- NIGHT THRASHER #21** (Busiek & Mattsson/Carrasco/Collazzo): Rage is on a murderous rampage, and Night Thrasher is the only one who can stop him!



AMAZING, ISN'T IT? TO JUST SIT HERE ON THE COUCH AND LOOK AT THE PAST LIKE THIS?

FUNNY THING IS I HARDLY REMEMBER ANY OF IT. IF IT WASN'T FOR THESE OLD HOME MOVIES... I'D NEVER KNOW MOST OF THIS EVER HAPPENED.



WELL, YOU WERE SO LITTLE-- HOW COULD YOU REMEMBER IT?

BUT DON'T OUR MEMORIES DEFINE US? MAKE US WHO AND WHAT WE ARE?

YOU'RE GETTING AWFULLY PHILOSOPHICAL ALL OF A SUDDEN.



THINK ABOUT IT. IF SOMEONE TOOK AWAY OUR MEMORIES... OUR PAST... WOULD THAT MAKE US ANY LESS WHO WE ARE?

AND IF SOMEONE ELSE HAD THOSE MEMORIES... EVEN IF THEY WEREN'T REALLY THEIR OWN... WOULDN'T THAT PERSON STILL BE US, IN SOME WAY?



OH, SO THAT'S WHAT THIS IS ABOUT.

YOU'RE TORTURING YOURSELF OVER THIS BEN REILLY THING.

I'M NOT TORTURING MYSELF, IT'S JUST THAT--

JUST WHAT?



MARY JANE... EVERYTHING I'VE LIVED THROUGH... EVERYTHING I AM--

--HE IS, TOO.



PETER-- LISTEN TO ME: HE'S NOT YOU.

BUT YOU'VE NEVER MET HIM... NEVER TALKED TO HIM. HE'S--

PETER: HE'S NOT YOU.



HE'S AN IMITATION. A COPY.

I DON'T CARE HOW BRILLIANTLY PROFESSOR WARREN CLONED YOUR GENETIC STRUCTURE... HE COULD NEVER CLONE YOUR HEART.



THIS IS YOUR LIFE.

NO... IT'S OUR LIFE--



--AND NOTHING... NO ONE--



--IS GOING TO TAKE IT AWAY.



FEETPEEP!



YES, TRAVELLER?

HOW IS YOUR ASSIGNMENT PROGRESSING, MR. NACHT?



EVENTS ARE TAKING A MOST... FASCINATING TURN.

I'LL BE TRANSMITTING MY OBSERVATIONS SHORTLY.



I LOOK FORWARD TO READING YOUR REPORT, NACHT.

TRAVELLER OUT.

ARE WE READY TO MOVE?



DON'T BE SO ANXIOUS, MEDEA. LEARNING TO WAIT IS A SKILL YOU'D DO WELL TO MASTER.

BUT WE'VE BEEN SITTING STILL FOR WEEKS NOW! WHEN ARE YOU GOING TO MAKE UP YOUR MIND?

IF I DON'T SEE SOME ACTION SOON, I'LL--



YOU WILL DO... EXACTLY WHAT I TELL YOU TO DO.

JUST BECAUSE I ALLOW YOU A CERTAIN...FAMILIARITY --DOESN'T MEAN YOU SHOULD FORGET WHO I AM.

AND WHAT I'M CAPABLE OF.

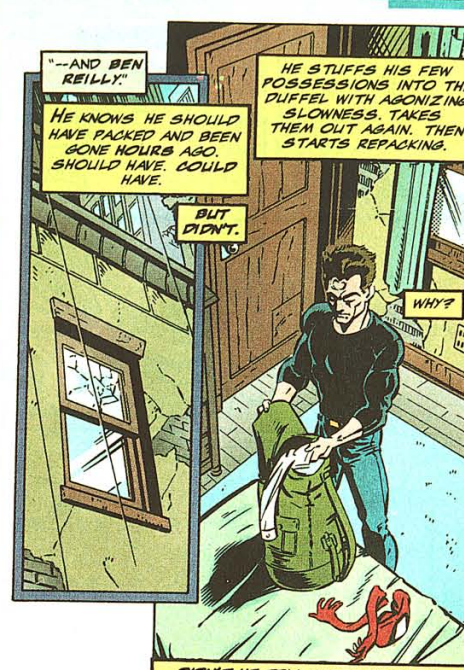
BUT I...I DIDN'T MEAN--



NO, OF COURSE YOU DIDN'T.

NOW LEAVE ME. I NEED TIME ALONE TO STUDY MR. NACHT'S REPORT... AND PONDER THE WISEST COURSE OF ACTION.

THEN...AND ONLY THEN...WILL I RESUME MY LITTLE INTRUSION INTO THE LIVES OF PETER PARKER--



"--AND BEN REILLY!"

HE KNOWS HE SHOULD HAVE PACKED AND BEEN GONE HOURS AGO. SHOULD HAVE. COULD HAVE.

HE STUFFS HIS FEW POSSESSIONS INTO THE DUFFEL WITH AGONIZING SLOWNESS. IT TAKES THEM OUT AGAIN-- THEN STARTS REPACKING.

BUT DIDN'T.

WHY?

DIDN'T HE TELL PETER THAT THE YEARS HAD MADE HIM A DIFFERENT MAN? THAT THIS WORLD ISN'T HIS?

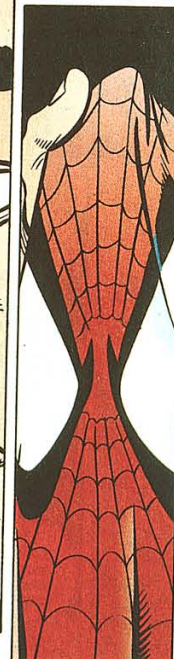


AND YET A VOICE IN THE DEEPEST PART OF HIM--IS IT PARKER'S OR HIS OWN?--IS CRYING OUT, BEGGING HIM NOT TO LEAVE.

SO HE SEEKS ANOTHER VOICE TO BALANCE IT.

I KNOW WHAT JANINE WOULD SAY, HE THINKS. "YESTERDAY IS DEAD AND BURIED. LET IT GO AND MOVE ON."

PROBLEM IS...JANINE'S THE ONE WHO'S DEAD--AND YESTERDAY...



...YESTERDAY IS VERY MUCH ALIVE.

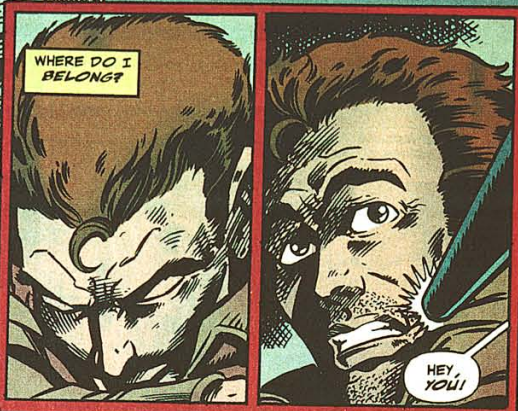


NO PARKING
ANY 5
MIN.

YESTERDAY
ELIDES HIM.

FRAGMENTS OF MEMORY
DRIFT THROUGH HIS HEAD:
PIECES OF A LIFE, A SELF,
THAT SEEM FAMILIAR...
YET LITTERLY UNKNOWN.

WHO AM I? HE
WONDERS. WHERE DID I
COME FROM? MORE
IMPORTANT.



WHERE DO I
BELONG?

HEY,
YOU!

YOU'VE BEEN SITTING ON THAT
BENCH WITH YOUR HEAD IN YOUR
HANDS FOR TWO HOURS--

--DON'T YOU THINK IT'S
TIME YOU WENT HOME AND
SLEPT IT OFF?

HOME?
BELIEVE ME,
OFFICER--

--I'D BE
THERE...IF I
KNEW WHERE
IT WAS.



YOU SHOULD'VE THOUGHT O'
THAT BEFORE YOU DRANK
YOURSELF INTO A STUPOR.

DRUNK?

YOU
THINK I'M
DRUNK?!

HEY...BRING IT
DOWN A NOTCH,
KID--AND, WHILE
YOU'RE AT IT...
LEMMIE SEE SOME
I.D.



I.D.?

I...I'M SORRY. I
DIDN'T MEAN TO
YELL. IT'S JUST
THAT I'M SO
CONFUSED.

I CAN'T
REMEMBER
ANYTHING. I
DON'T KNOW
WHO I AM!



LOOK...MAYBE YOU ARE DRUNK...
OR MAYBE THERE'S SOMETHING
ELSE GOIN' ON HERE--

EITHER WAY, I THINK WE'D
BETTER GO ON OVER TO
THE STATION AN'--

NO!

THE BUZZING! IT COMES
FROM NOWHERE...AND
EVERYWHERE!

SEEMS TO VIBRATE THROUGH
HIS BONES...PULSATE
THROUGH HIS MUSCLES!



HE LEAPS--WITH-
OUT KNOWING HE'S
EVEN DONE IT.

SKITTERS UP
THE SIDE OF
THE BUILDING
LIKE AN
INSECT--
ESCAPES--
ALL THE
WHILE
WATCHING
HIMSELF...

...BOTH AMAZED
AND TERRIFIED BY
WHAT HE'S DOING.

WHO AM I? HE
THINKS AGAIN.

AND FOR THE
FIRST TIME...
HE'S AFRAID OF
THE ANSWER.

A WEEK PASSES UNEVENTFULLY; MAY'S CONDITION REMAINS BLESSEDLY STABLE.

MARY JANE AND HER AUNT ANNA HOVER OVER THE OLD WOMAN LIKE GUARDIAN ANGELS. DOCTOR CAPUTO CALLS REGULARLY. STOPS IN WHEN SHE CAN.

PETER, OF COURSE, WORRIES.

NOT THAT HE DOESN'T SPEND HOURS SITTING WITH HIS AUNT--READING TO HER, TELLING STORIES, JOKING. THEY ALWAYS COULD MAKE EACH OTHER LAUGH--AND NOW, MORE THAN EVER...

...HE CHERISHES THE LAUGHTER.

I CAN'T BELIEVE I LET YOU TALK ME INTO THIS, AUNT MAY.

OH, PLEASE, PETER... ONE MORE DAY COOPED UP IN THAT HOUSE AND I'D GO ABSOLUTELY BATTY.

TOP OF THE EMPIRE STATE. I USED TO LOVE IT WHEN YOU AND UNCLE BEN WOULD BRING ME HERE.

WHERE'S THE HARM IN COMING UP HERE FOR AN HOUR?

HE WAS CRAZY ABOUT THIS PLACE. USED TO TAKE ME HERE WHEN WE WERE COURTING.

GUESS IT WAS A CHEAP DATE, HUH?

WE DIDN'T HAVE VERY MUCH MONEY...BUT I SWEAR TO YOU IT WAS BETTER THAN ANY MOVIE OR ANY MEAL IN A FANCY RESTAURANT--

--BECAUSE WE WERE TOGETHER.

YOU STILL MISS HIM, DON'T YOU?

AUNT MAY?

I...AH... UM--

I DON'T KNOW WHAT YOU--

IT'S FUNNY. I'VE KNOWN FOR YEARS. HOW COULD I NOT? LIVING UNDER THE SAME ROOF WITH YOU ALL THAT TIME--

--I'D HAVE BEEN AN IDIOT NOT TO KNOW.

WHENEVER I THOUGHT OF YOU OUT THERE--PUTTING YOURSELF IN SUCH DANGER, RISKING YOUR LIFE AGAIN AND AGAIN--I JUST PUSHED IT AWAY.

DENIED IT.

AFTER BEN DIED...YOU WERE ALL I HAD. I COULDN'T BEAR TO LOSE YOU TOO. IT'S NO WONDER...HE FRIGHTENED ME SO.

IT'S NO WONDER I COULDN'T BEAR TO EVEN HEAR THE NAME--

--SPIDER-MAN.

PETER... HOW DOES IT FEEL?

HOW DOES WHAT FEEL?

SWINGING OVER THE CITY. ALMOST FLYING. REALLY. HOW WONDERFUL, TO BE SO LIGHT.

SO FREE.



YOU KNEW?

YOU KNEW?

A-AUNT MAY...I NEED A MINUTE TO TAKE THIS IN. I--

YOU KNEW?

OH, GOD, AUNT MAY...YOU HAVE TO UNDERSTAND. I WANTED TO TELL YOU...I DID! BUT YOU WERE SO SICK AND--

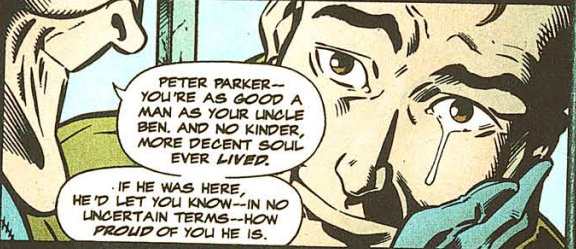


YOU DON'T HAVE TO EXPLAIN ANYTHING.

YOU DID WHAT YOU THOUGHT WAS RIGHT. AND SO DID I. WHAT ELSE COULD WE DO? WE'RE HUMAN.

BUT I'VE MADE SO MANY MISTAKES! THINGS THAT I'M NOT VERY PROUD OF! I DON'T EVEN KNOW WHERE TO BEGIN TELLING YOU ABOUT--

DON'T TELL ME ANYTHING. LET ME TELL YOU.



PETER PARKER-- YOU'RE AS GOOD A MAN AS YOUR UNCLE BEN. AND NO KINDER, MORE DECENT SOUL EVER LIVED.

IF HE WAS HERE, HE'D LET YOU KNOW--IN NO UNCERTAIN TERMS--HOW PROUD OF YOU HE IS.



HOW PROUD...WE BOTH ARE.



NOW YOU JUST--

...uhh...

WHAT IS IT? WHAT'S WRONG?

JUST...TIRED. MAYBE I PUSHED MYSELF...A LITTLE TOO MUCH TODAY.

I THINK...I THINK IT'S TIME--



"--TO GO HOME."



I SPOKE TO DOCTOR CAPLITO.



SHE SAID THIS FEVER YOU'RE SUDDENLY RUNNING HAS HER WORRIED. SHE'S GOING TO BE HERE SOON TO CHECK YOU.

NO.

MARY JANE AND AUNT ANNA SHOULD BE GETTING BACK ANY MINUTE, AND THEN WE CAN--

NO, PETER.



NO DOCTORS. NO HOSPITALS.

NO MARY JANE OR ANNA.

THIS TIME IS FOR US--

--TO SAY OUR GOOD-BYES.

GOOD-BYES?

WHAT ARE YOU TALKING ABOUT? IT'S JUST A LITTLE FEVER. I'M SURE ONCE DOCTOR CAPLITO SEES YOU--



DON'T YOU SEE MY SWEET NEPHEW?

THIS PAST WEEK TOGETHER...IT'S BEEN A GIFT. A CHANCE FOR US TO TAKE OUR LEAVE.

I COULDN'T JUST FADE AWAY LIKE THAT...I HAD TO HOLD ON...JUST A LITTLE BIT LONGER.

FOR YOU.



YOU'VE NEVER BEEN VERY GOOD...AT LETTING GO, PETER. LOSING YOUR PARENTS THE WAY YOU DID...MADE IT SO HARD FOR YOU.

NO, AUNT MAY--

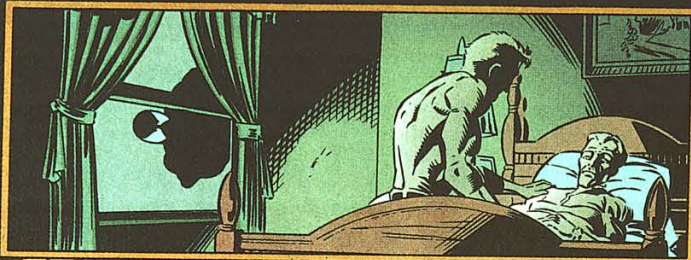
YES. BUT NOT ALL LEAVE-TAKING IS BAD. I'VE HAD A GOOD LIFE. A LONG LIFE.

BUT I'M TIRED, PETER. IT'S MY TIME.



IT'S MY TIME.





...I... I HAD A DREAM RECENTLY. I DREAMED I WAS DYING. AND YOU WERE THERE WITH ME, AUNT MAY.

I WAS SO SCARED... SO CONFUSED... BUT I KNEW THAT YOU'D HELP ME. AND YOU DID.



YOU TOLD ME I HAD A JOURNEY TO MAKE. IT WAS MY DESTINY, YOU SAID. "WHAT AM I SUPPOSED TO DO?" I ASKED YOU. "WHERE AM I SUPPOSED TO GO?"

AND YOU REMINDED ME OF THAT BOOK YOU'D READ TO ME... OVER AND OVER... WHEN I WAS LITTLE.

YOU POINTED TO THE NIGHT SKY... AND DO YOU KNOW WHAT YOU SAID?

"SECOND TO THE RIGHT... AND STRAIGHT ON TILL MORNING."

REMEMBER THAT? HOW PETER PAN AND WENDY, MICHAEL AND JOHN, WOULD FLY... OVER THE CITY AND UP... INTO THE HEAVENS?

LET GO. FLY.

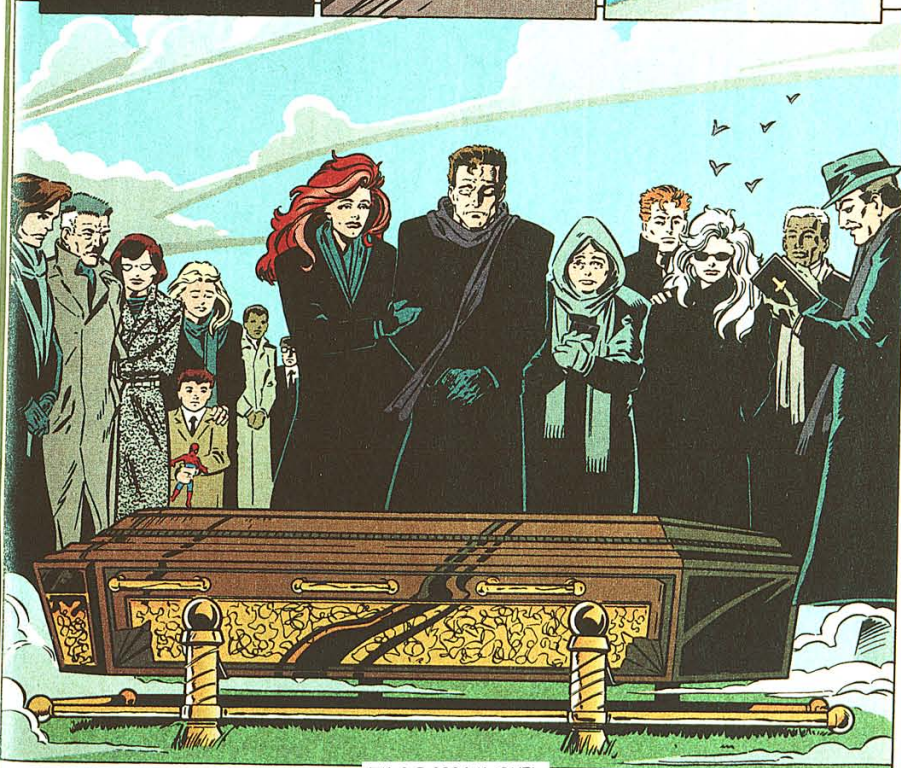
"SECOND TO THE RIGHT..."

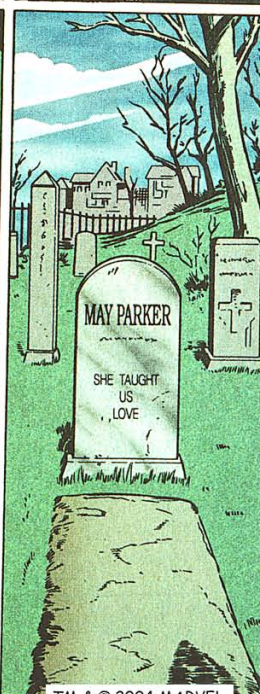
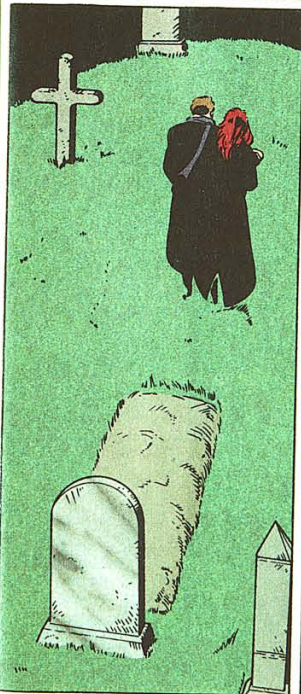
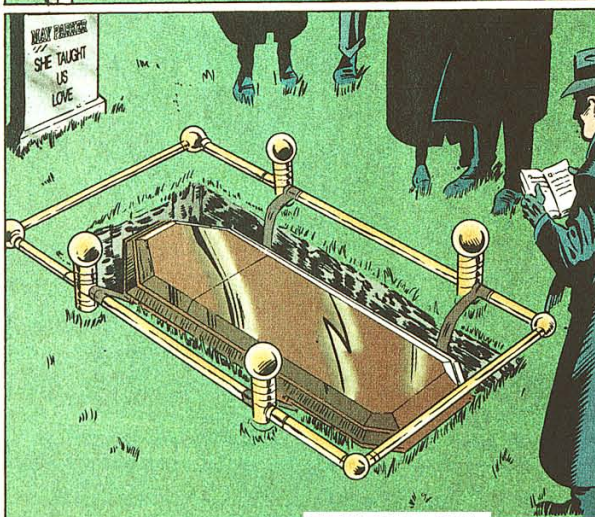
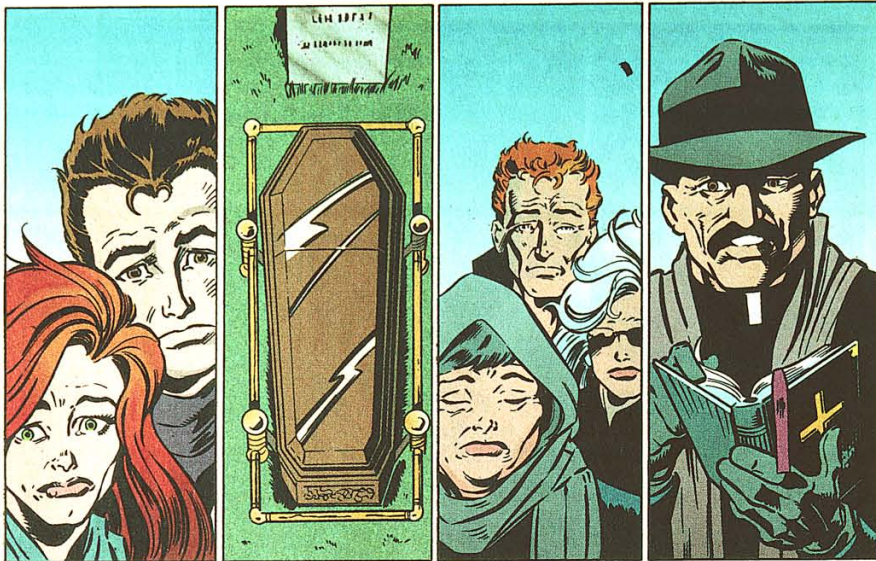


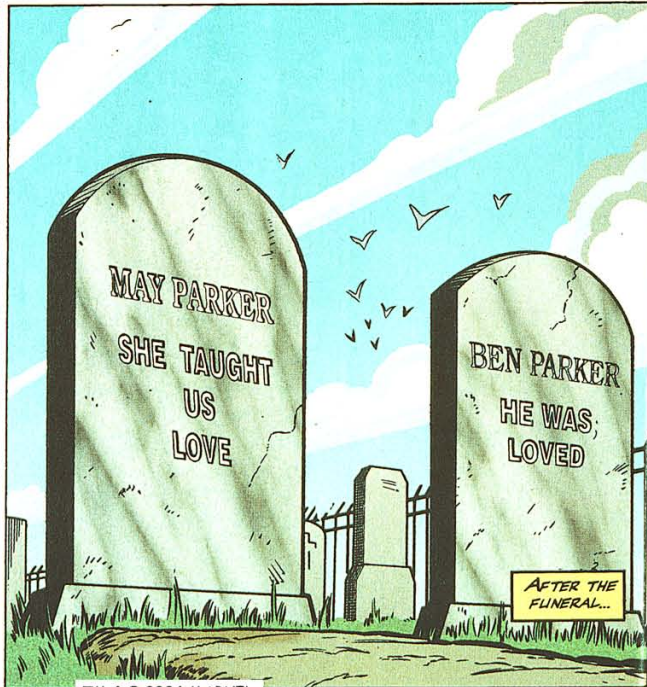
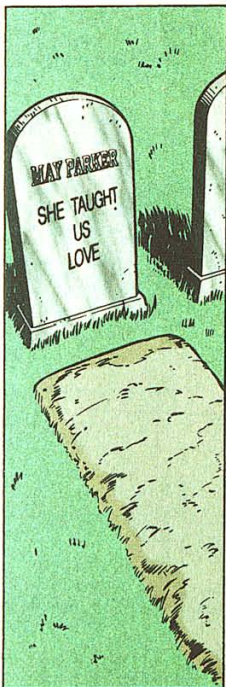
THAT'S WHAT I WANT YOU TO DO, AUNT MAY.



"...AND STRAIGHT ON TILL MORNING."







...THE MOURNERS GATHER AT PETER AND MARY JANE'S BROWNSTONE TO SHARE THEIR GRIEF-- AND THEIR MEMORIES OF A REMARKABLE WOMAN.

PETER PASSES AMONG THEM, ACCEPTS THEIR WORDS OF CONSOLATION...

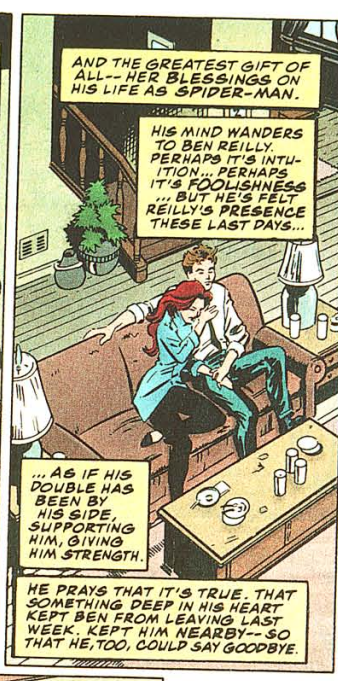


...BUT HIS THOUGHTS ARE FAR AWAY.

HE THINKS OF THE LOSS THAT WILL HAUNT HIM FOR YEARS TO COME OF THE EMPINITY IN HIS SOUL-- SO DEEPT IT MAY NEVER BE FILLED.

YET, PARADOXICALLY, HE'S FILLED TO BURSTING BY THE GIFTS MARY PARKER HAS BEQUEATHED HIM:

HER WRY HUMOR AND STUBBORN LOVE... HER UNCANNY ABILITY TO FACE LIFE'S HARDSHIPS WITHOUT BITTERNESS OR ANGER.



AND THE GREATEST GIFT OF ALL-- HER BLESSINGS ON HIS LIFE AS SPIDER-MAN.

HIS MIND WANDERS TO BEN REILLY, PERHAPS IT'S INTUITION... PERHAPS IT'S FOOLISHNESS... BUT HE'S FELT REILLY'S PRESENCE THESE LAST DAYS.

...AS IF HIS DOUBLE HAS BEEN BY HIS SIDE, SUPPORTING HIM, GIVING HIM STRENGTH.

HE PRAYS THAT IT'S TRUE, THAT SOMETHING DEEP IN HIS HEART KEPT BEN FROM LEAVING LAST WEEK. KEPT HIM NEARBY-- SO THAT HE, TOO, COULD SAY GOODBYE.



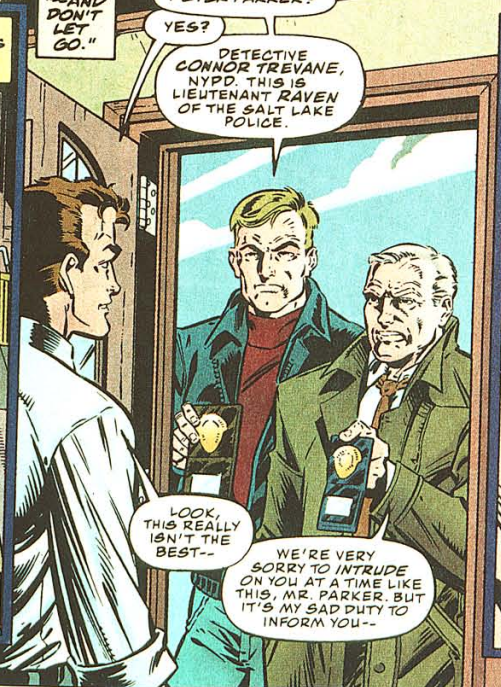
AND SUDDENLY, PETER REMEMBERS REILLY'S PARTING WORDS TO HIM.

WORDS AUNT MAY HERSELF MIGHT HAVE SPOKEN:

NOX NOX

WHO CAN THAT BE?

"GRAB YOUR CHANCE AT HAPPINESS. GRAB HOPE, PETER--"



"--AND DON'T LET GO."

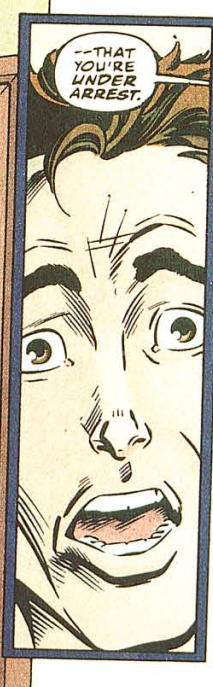
PETER PARKER?

YES?

DETECTIVE CONNOR TREVANE, NYPD. THIS IS LIEUTENANT RAVEN OF THE SALT LAKE POLICE.

LOOK, THIS REALLY ISN'T THE BEST--

WE'RE VERY SORRY TO INTRUDE ON YOU AT A TIME LIKE THIS, MR. PARKER. BUT IT'S MY SAD DUTY TO INFORM YOU--



--THAT YOU'RE UNDER ARREST.



WHO SHOULD I CALL? WHO SHOULD I CALL?

MATT MURDOCK? NO... MURDOCK'S DEAD!

WHAT ABOUT HIS PARTNER? OH, GOD--I CAN'T REMEMBER HIS NAME!

MAYBE I SHOULD CALL ROBBIE! ROBBIE ALWAYS KNOWS WHAT TO--

I'VE GOT TO BE WITH PETER! HE NEEDS--

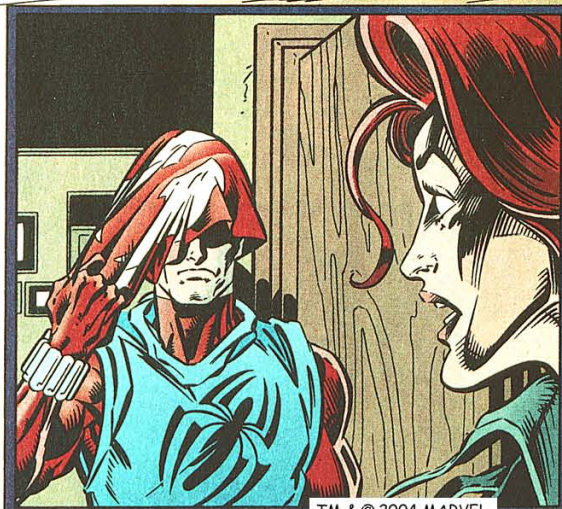
NO, NO! I'VE GOT TO GO DOWN TO THE POLICE STATION!



oh!

MY NAME IS BEN REILLY--

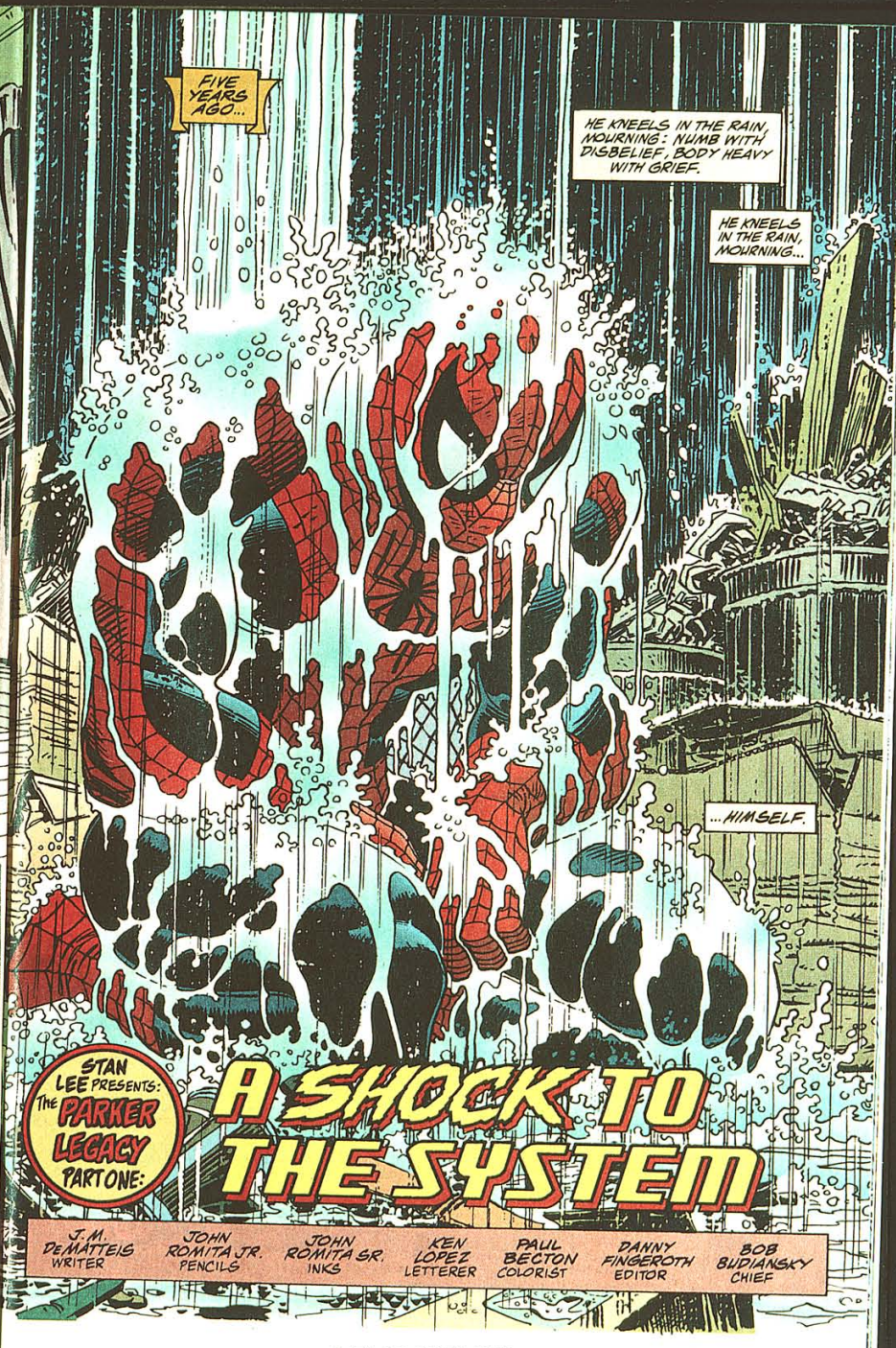
--AND I THINK IT'S TIME WE MET--



--FACE-TO-FACE.

TO BE CONTINUED -- IN ONE WEEK -- IN THE PAGES OF SPIDER-MAN #57!!

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FIVE YEARS AGO...

HE KNEELS IN THE RAIN, MOURNING: NUMB WITH DISBELIEF, BODY HEAVY WITH GRIEF.

HE KNEELS IN THE RAIN, MOURNING...

...HIMSELF.

STAN LEE PRESENTS:
The PARKER LEGACY
PART ONE:

A SHOCK TO THE SYSTEM

J. M. DE MATTEIS
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JOHN ROMITA JR.
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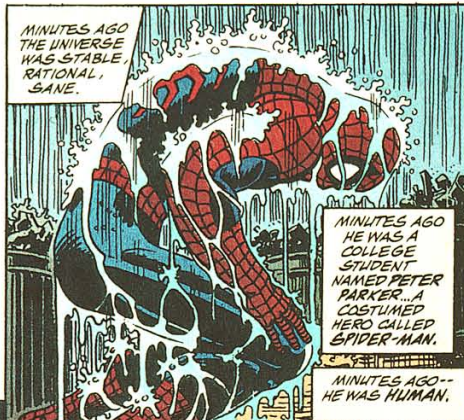
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LETTERER

PAUL BECTON
COLORIST

DANNY FINGEROTH
EDITOR

BOB BUDIANSKY
CHIEF

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MINUTES AGO
THE UNIVERSE
WAS STABLE,
RATIONAL,
SAFE.

MINUTES AGO
HE WAS A
COLLEGE
STUDENT
NAMED PETER
PARKER...A
COSTUMED
HERO CALLED
SPIDER-MAN.

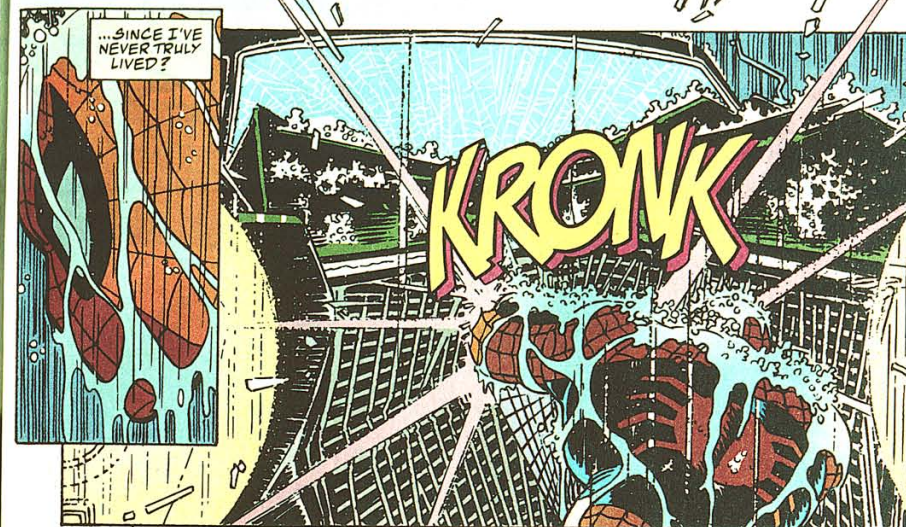
MINUTES AGO--
HE WAS HUMAN.



NOW HE
KNOWS
BETTER.

...BUT
THEY DON'T
BELONG
TO HIM.

HE MAY HAVE SPIDER-MAN'S
COSTUME AND EXTRAORDINARY
POWERS. HE MAY HAVE PETER
PARKER'S THOUGHTS, FEELINGS,
MEMORIES...

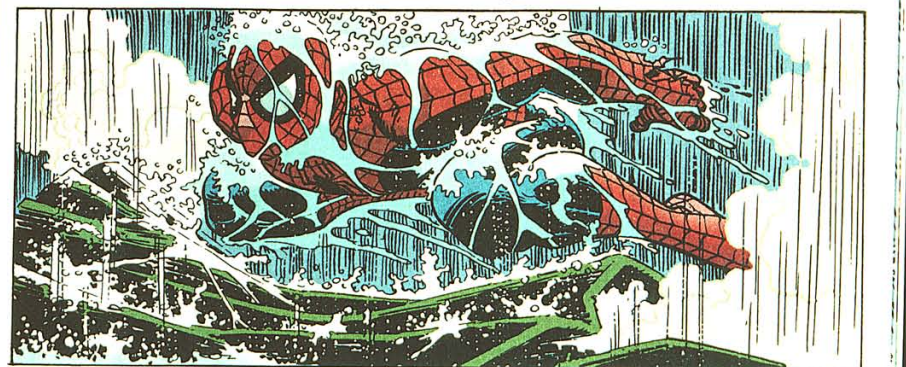


...SINCE I'VE
NEVER TRULY
LIVED?

KRONK



SKREEEEEE



THEY WERE IMPLANTED... BY
THE JACKAL... A LUNATIC
WHO HATCHED HIM FROM
STOLEN CELLS, BIRTHED
HIM IN CHEMICAL BATHS.

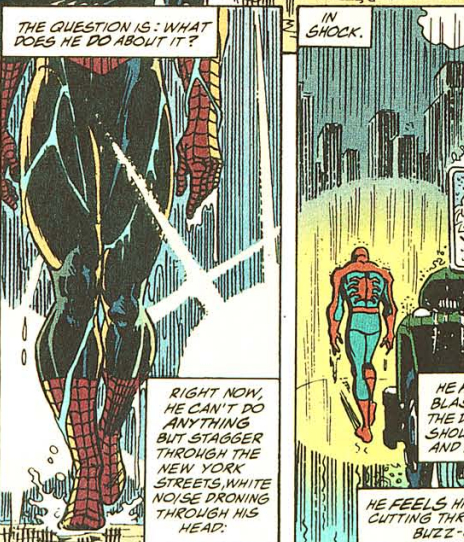
CLONE, HE THINKS.
I'M NOT THE REAL
ONE.



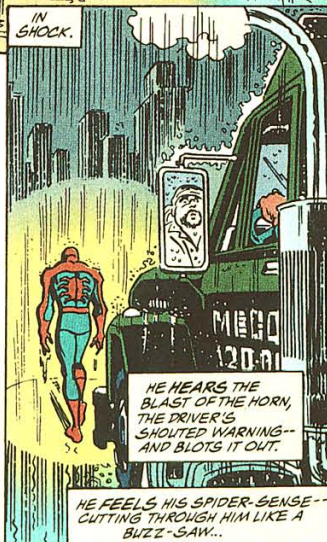
I'M THE
CLONE!

HE TRIES TO CONVINCE HIMSELF
THAT IT'S ALL A LIE, THAT HE'S
THE TRUE PETER PARKER... AND
NOT A GENETIC COPY.

TRIES--AND FAILS, BECAUSE HE
KNOWS... TO THE BOTTOM OF HIS
SOUL... WHO AND WHAT HE IS.



THE QUESTION IS: WHAT
DOES HE DO ABOUT IT?



IN
SHOCK.

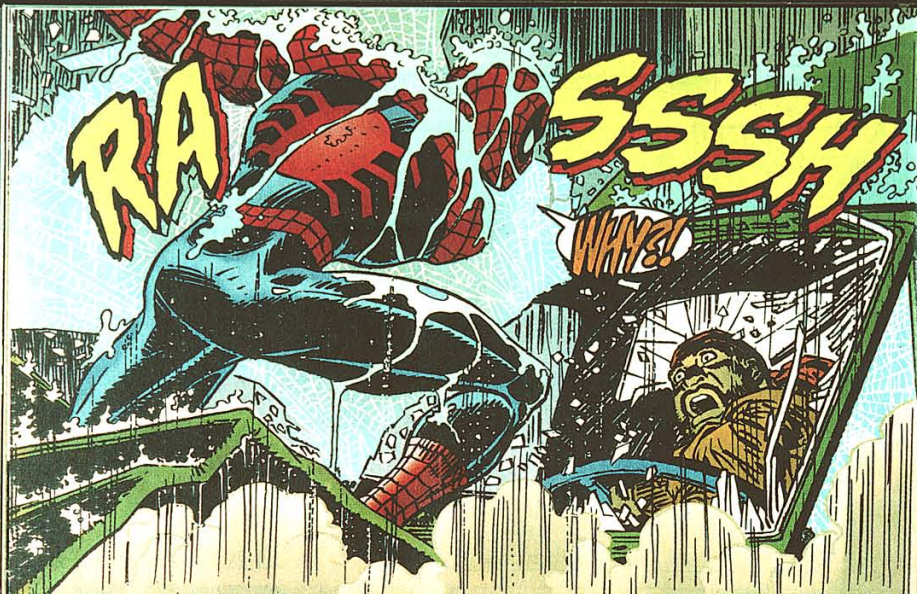
HE HEARS THE
BLAST OF THE HORN,
THE DRIVER'S
SHOUTED WARNING--
AND BLOTS IT OUT.

HE FEELS HIS SPIDER-SENSE--
CUTTING THROUGH HIM LIKE A
BUZZ-SAW...



...AND CHOOSES
TO IGNORE IT.

WHAT DIFFERENCE, HE
REALIZES, WOULD IT
MAKE IF I DIED...



PARKER'S THE ONE WHO BELIEVES IN THE SANCTITY OF LIFE; THE COWARDICE--THE SINFULNESS--OF SUICIDE.



BUT WHAT'S A DEEPLY HELD BELIEF TO PETER PARKER... IS JUST PROGRAMMING TO HIM.

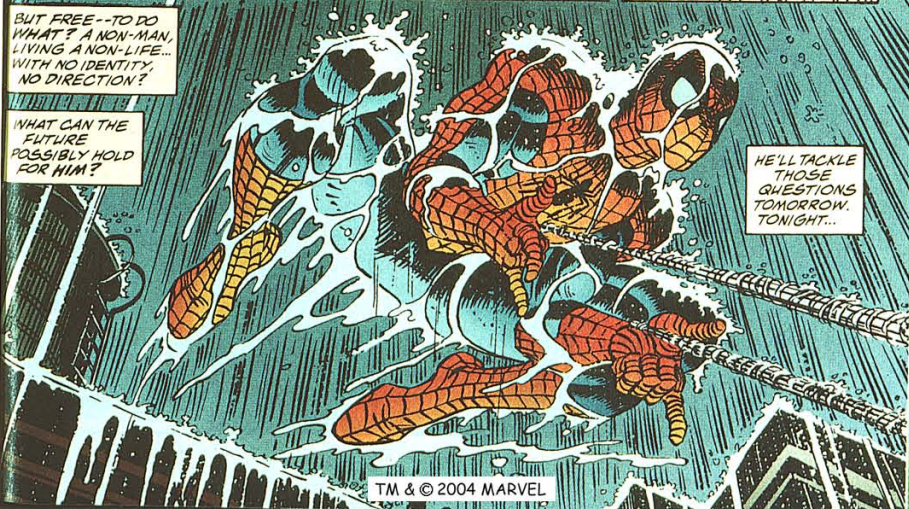


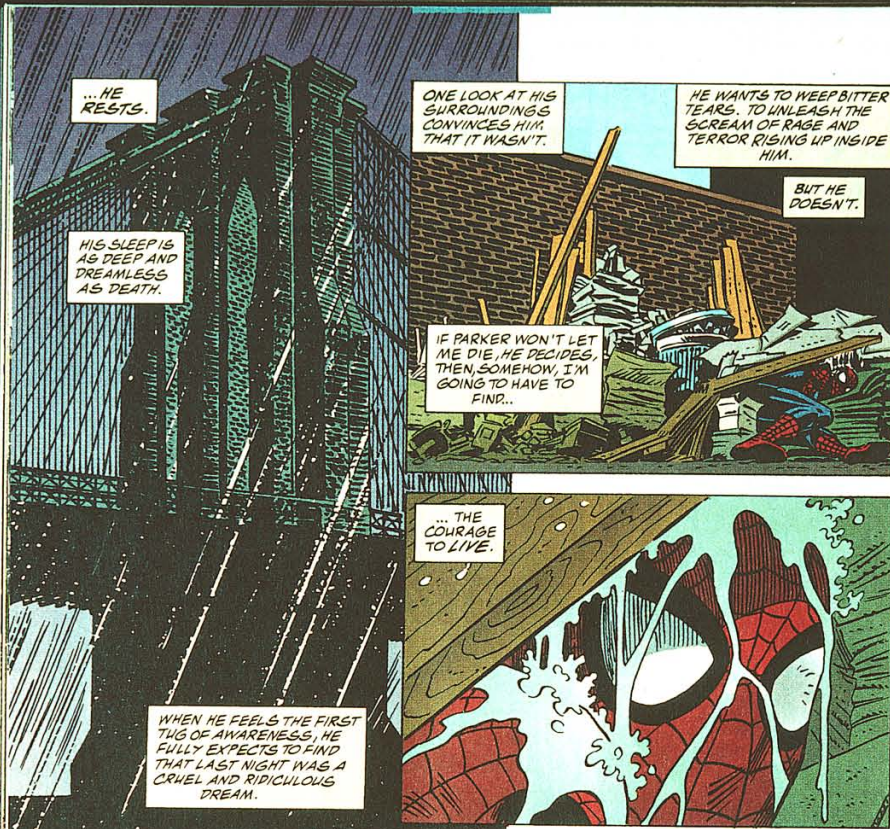
...THAT HE COULD TEAR PARKER OUT OF HIS CHEST... RIP OUT PARKER'S PASSIONS AND FEARS, HIS GRIEVINGS AND JOYS...



BUT FREE--TO DO WHAT? A NON-MAN, LIVING A NON-LIFE... WITH NO IDENTITY, NO DIRECTION?

WHAT CAN THE FUTURE POSSIBLY HOLD FOR HIM?





...HE RESTS.

HIS SLEEP IS AS DEEP AND DREAMLESS AS DEATH.

ONE LOOK AT HIS SURROUNDINGS CONVINCES HIM THAT IT WASN'T.

HE WANTS TO KEEP BITTER TEARS, TO UNLEASH THE SCREAM OF RAGE AND TERROR RISING UP INSIDE HIM.

BUT HE DOESN'T.

IF PARKER WON'T LET ME DIE, HE DECIDES, THEN, SOMEHOW, I'M GOING TO HAVE TO FINR...

...THE COURAGE TO LIVE.

WHEN HE FEELS THE FIRST TUG OF AWARENESS, HE FULLY EXPECTS TO FIND THAT LAST NIGHT WAS A CRUEL AND RIDICULOUS DREAM.



HE FEELS LIKE AN IDIOT.

SNEAKING INTO HIS OWN APARTMENT, WONDERING WHAT HE'D SAY OR DO IF PARKER SHOULD WALK THROUGH THE DOOR AND FIND HIM HERE.



MAYBE HE SHOULD JUST WAIT FOR HIS DOUBT TO COME BACK. MAYBE HE SHOULD STRANGLE THE LIFE OUT OF HIM...

...AND WREST BACK THE ONLY EXISTENCE HE KNOWS.

BUT AS SATISFYING AS THE FANTASY IS, HE'S NO MURDERER. THAT PART OF HIS PROGRAMMING, AT LEAST, HE'S GRATEFUL FOR.



BESIDES--WHAT'S THE POINT OF TAKING BACK A LIFE THAT HAS NO MORE REALITY... THAN A DREAM?

NO, HE'LL JUST TAKE THE FEW THINGS THAT HE NEEDS... AND BE ON HIS WAY.

THE CLOTHES HAVE BEEN SITTING IN THE BACK OF THE CLOSET FOR MONTHS. HE--PETER--HAS BEEN MEANING TO GIVE THEM ALL TO A HOMELESS SHELTER; SOMEHOW HE NEVER GOT AROUND TO IT.

HE KNOWS WHAT PAGE IN WHAT BOOK TO LOOK IN...

...REMEMBERS THE DAY HE--PETER--TUCKER THE CASH IN THERE FOR AN EMERGENCY.

WELL, HERE'S ONE HOMELESS MAN WHO CAN CERTAINLY USE THEM.

THE MONEY IS ANOTHER QUESTION.

SO WHY DOES HE FEEL LIKE A COMMON THIEF? WHY DOES HE FEEL SO ASHAMED?

FORGET MORALITY, HE FINALLY DECIDES. THAT'S PARKER'S GAME...



...NOT MINE.

HE TUCKS THE MASK AND GLOVES IN HIS BAG AS HE WALKS OUT THE DOOR--AND FOR THE FIRST TIME IN TOO MANY HOURS...

...HE SMILES.

MAYBE IT'S FOOLISH TO HANG ON TO MEMENTOS OF A PAST THAT ISN'T HIS, A LIFE HE NEVER LIVED--BUT THE ROAD AHEAD IS LONG AND FILLED WITH UNCERTAINTY...

...AND HE CAN USE ALL THE COMFORT HE CAN GET.

"THE PARKER LEGACY" CONTINUES IN ONE WEEK--IN SPIDER-MAN #57!

THE MORNING AFTER



I WAS SIXTEEN.

BLOOD GUSHING IN MY EARS.

HEART POUNDING WITH HATE AND RAGE.

I HAD FOUND MY UNCLE'S KILLER.

THAT NIGHT, A BOY BECAME A MAN.

J.M. DEMATTEIS STAN LEE
PLOT
TOM GRUMMETT AL MILGROM
PENCILS INKER
RICHARD STARKING CHIA-CHI WANG
COMICRAFT LETTERING BOB BUDIANSKY EDITOR IN CHIEF
DANNY FINGEROTH
EDITOR

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IT WAS DARK. I COULDN'T MAKE OUT HIS FEATURES.

WHO CARED WHAT HE LOOKED LIKE?

I WANTED REVENGE.



NO WAY COULD HE ESCAPE ME!

YEAH --

FREAK! I'LL GUN YA DOWN!

-- WHEN HELL FREEZES OVER!

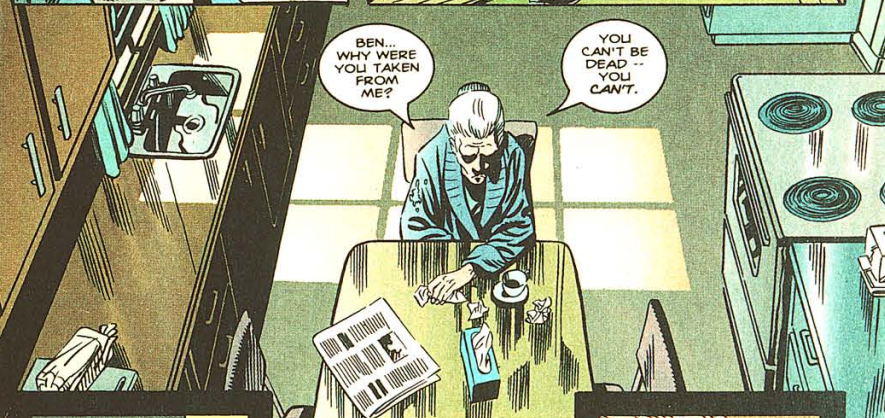
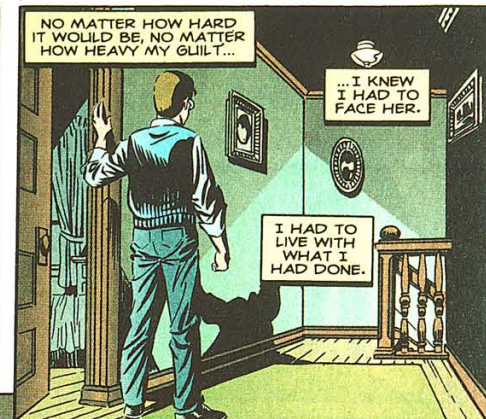
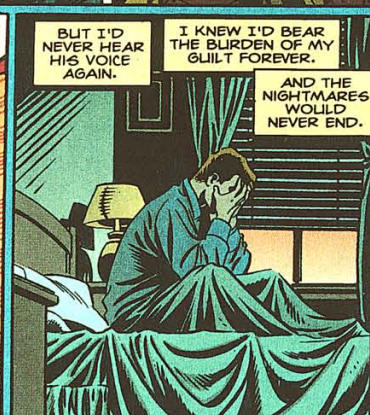
I WANTED TO DO TO HIM --

-- WHAT HE DID TO BEN PARKER.



BUT, SECONDS LATER, SOMETHING STOPPED ME.

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BEN! YOU'RE BACK!
YOU'RE ALIVE! I
KNEW IT!

NO,
AUNT
MAY...

IT'S
ONLY
ME.



DEAR LORD,
I HAD HURT
HER AGAIN --
GIVEN HER
FALSE HOPE.

I JUST
CAME DOWN
TO TALK TO
YOU.
I
THOUGHT...
YOU SHOULDN'T
BE ALONE.



ALONE? I'VE
NEVER FELT SO
ALONE.

HE'S GONE, PETER.
WE'VE LOST HIM.
FOREVER.



HE WAS
HER LIFE,
HER REASON
FOR BEING.

AND NOW, THANKS
TO ME, SHE HAD
NO ONE.



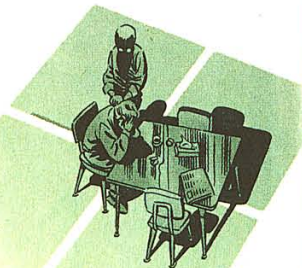
NO. THAT WAS
WRONG. SHE DID
HAVE SOMEONE.

YOU'VE
GOT ME!



I SWORE TO MYSELF
THAT I'D BE THERE
FOR HER.

ALWAYS.



THEN THE IDEA HIT ME.

IF I TOLD
HER I WAS
SPIDER-MAN,
IT MIGHT
MAKE HER
PROUD.



LOOK,
AUNT
MAY.

AT LEAST
THE KILLER
WAS CAUGHT --
BY SPIDER-
MAN.

HER REACTION
STARTLED ME.



SPIDER-MAN? WHO
CARES ABOUT SOME
FREAK IN A
COSTUME?

HE ONLY
DID WHAT
HE DID FOR
THE PUBLICITY!

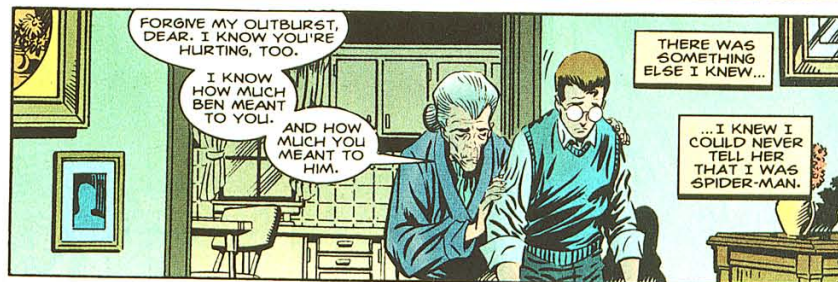
HER GRIEF HAD
TURNED TO ANGER.
SHE HAD TO LASH
OUT -- AT ANYONE.



DO YOU THINK BEN PARKER
MEANT ANYTHING
TO HIM?

HE USED
MY HUSBAND'S
DEATH TO BUILD
HIS OWN
REPUTATION.

NEVER
MENTION
HIM TO ME
AGAIN!



FORGIVE MY OUTBURST,
DEAR. I KNOW YOU'RE
HURTING, TOO.

I KNOW
HOW MUCH
BEN MEANT
TO YOU.

AND HOW
MUCH YOU
MEANT TO
HIM.

THERE WAS
SOMETHING
ELSE I KNEW...

... I KNEW I
COULD NEVER
TELL HER
THAT I WAS
SPIDER-MAN.



YOU'VE BEEN LIP ALL NIGHT, AUNT MAY.

TRY TO GET SOME SLEEP.

YES, I THINK I WILL, DEAR.



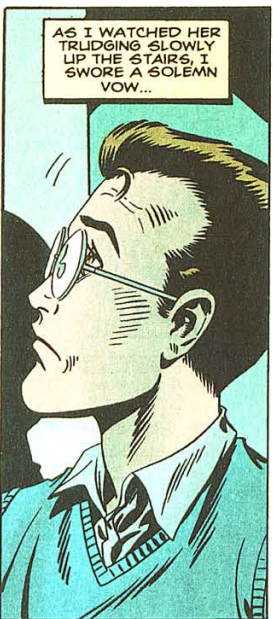
I'LL GO TO MY ROOM...

...THEN GET INTO BED AND SHUT MY EYES.

ALTHOUGH I WONDER...



...IF I'LL EVER SLEEP AGAIN.



AS I WATCHED HER TRUDGING SLOWLY UP THE STAIRS, I SWORE A SOLEMN VOW...

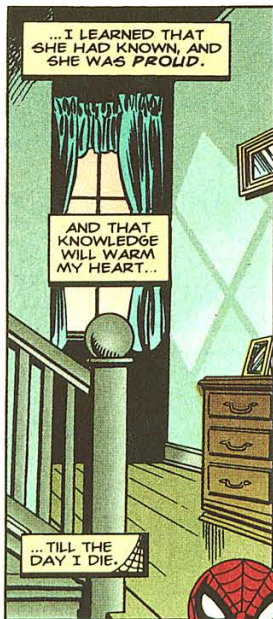


I'LL SPEND MY LIFE MAKING AMENDS FOR SHIRKING MY RESPONSIBILITY --

-- FOR NOT STOPPING THAT BURGLAR WHEN I COULD HAVE.

AND SOMEDAY, SOMEHOW, I'LL FIND THE COURAGE TO TELL AUNT MAY THE TRUTH ABOUT SPIDER-MAN.

YEARS LATER, I LEARNED I DIDN'T HAVE TO TELL HER...



...I LEARNED THAT SHE HAD KNOWN, AND SHE WAS PROUD.

AND THAT KNOWLEDGE WILL WARM MY HEART...

...TILL THE DAY I DIE.



Well, it seems the past several issues have been so jam-packed with story that we've once again fallen behind in our letters pages. To rectify that, we'll be running a few representative comments on the "Shrieking" storyline (ASM #390-393), before moving on to your mountain of letters for ASM #394, chapter 2 of "Power and Responsibility!" So, onward...

Dear Web-people,

I just finished #390. Good job, guys! But I did find some things wrong. First, Shriek's true identity. You put it down as Frances Louise Barrison, but in ASM #379, page 6, it is listed as Sandra Deel. Also, as shown in "Maximum Carnage," Shriek can't fly, but you showed her flying on page 26. She always used Carnage or Doppelganger to travel, or she was propelled by her sonic bursts. Aside from all this, however, you all produced a great issue! Until Spidey kills Venom (or the other way around), Make Mine Marvel!

Sean Miller
11308 Treeview Lane
Monrovia, MD 21770

A lot of readers pointed out these two apparent oversights, Sean... but as we see it, they're easily explained. As you yourself pointed out, Shriek used her sonic blasts for a form of aerial propulsion before. Her flying is simply her gaining greater control over her abilities (think of Banshee or Siryn over in the X-MEN books), traveling on sonic waves through the air. And the name discrepancy can be chalked up to Shriek not giving her real name right away. Remember, we don't know the circumstances that first brought her to Ravencroft. People have spent months in hospitals as "John or Jane Doe."

But we're glad to hear you enjoyed the issue, and we'll be happy to keep making yours Marvel!

Hey Danny,

Whoa. AMAZING #392 just blew me out of my chair. Literally. Honest. This issue had to be one of the most intense, disturbing chapters of Spider-Man's life that I have ever read. That cocoon sequence was just too eerie! I'm really looking forward to what this character will be like now that he's let his alter ego "die." The effects this event will have on his marriage and family are going to be devastating, not to mention what might happen to any poor villain who happens

to get in his way.

What are the chances of dropping the word "Man" from the logo for the course of this saga? It might be an interesting touch, since there is no more man, just the Spider.

Thanks to all involved for turning THE AMAZING SPIDER-MAN on its ear, giving us one of the most startling and innovative plotlines I have ever read, and I've been reading a long time. In fact, it was you, Danny, who printed my very first fan letter nearly ten years ago, in MARVEL TALES. I was a wee lad then, fascinated with the Marvel Universe. You know what? I'm still fascinated. Thank you.

Roger A. Ott II
1605 Abbe Road
Fairview, MI 48621

You're welcome, Roger! But as recent events in all the books have made clear, fascination is just the beginning! We're going for downright rabid, fanatical obsession!! Let us know how this issue's monumental events grabbed you!

Dear Danny,

I just got the conclusion to "Shrieking" in ASM #393, and it was superb! An excellent resolution, guys... but oh, so nerve-wracking! I thought that Spidey was gonna kill Shriek! It's been a real anxiety attack seeing "the Spider" cut loose like that, especially on a woman! But at least in the end, he did right by her. Shriek has really turned into a psychotic, albino female Magneto-type, hasn't she? There she was, trying to kill Spider-Man one minute, then nearly killing herself trying to save Carnage -- no, strike that, trying to save Malcolm -- from the virus the next.

This storyline has really been a roller coaster ride. J.M. DeMatteis has filled Michelinie's shoes admirably, and Mark Bagley is as great as ever!

Robert Kluever
6882 Trask Avenue
Westminster, CA 92683-2576

Thanks for writing, Robert... and for the interesting analysis on Shriek. We don't think Shriek's misguided "mother" complex should be confused with Magneto's misguided "savior" complex, but we know what you mean.

And don't lift that safety bar yet! This roller coaster ride has just started to kick into high gear!

Dear Webheads,

I just finished reading the "Shrieking" storyline, and I must say it was a superb series. I loved Mark Bagley's penciling. It was some of his best work.

I have been an avid Spidey fan for about two and a half years. My first Spider-mag was AMAZING #366, and I've been a collector ever since! The Mystery Man in all of the Spidey books has to be Peter Parker's clone from issue #149. Who else would visit Gwen's grave and bear such a striking resemblance to our Mr. Parker? I think the upcoming saga with the Spidey-clone will be great!

Dustin Burgess
8056 Sinclair Mill Road
Manassas, VA 22111

We hope you still think so, Dustin! And, on the subject of the Spider-clone, let's see what a few of you thought of his first major appearance in these pages in issue #394...

Dear Spider-Men,

"Power and Responsibility" has been great so far! The story has been one of the best, and both your and WEB's art teams deserve kudos! There's just one little thing I'm worried about. Ever since Spidey's clone came back to town, you've been talking about major shake-ups in the Spider-Man books. I've got this bad feeling that you're going to kill our beloved Spidey and replace him with the clone. If I am anywhere near the mark on this one (I hope I'm not), I'm begging you not to do it! No one wants to read about a hero who was grown in a test tube! I'm probably totally wrong about this, since you've been pretty unpredictable so far!

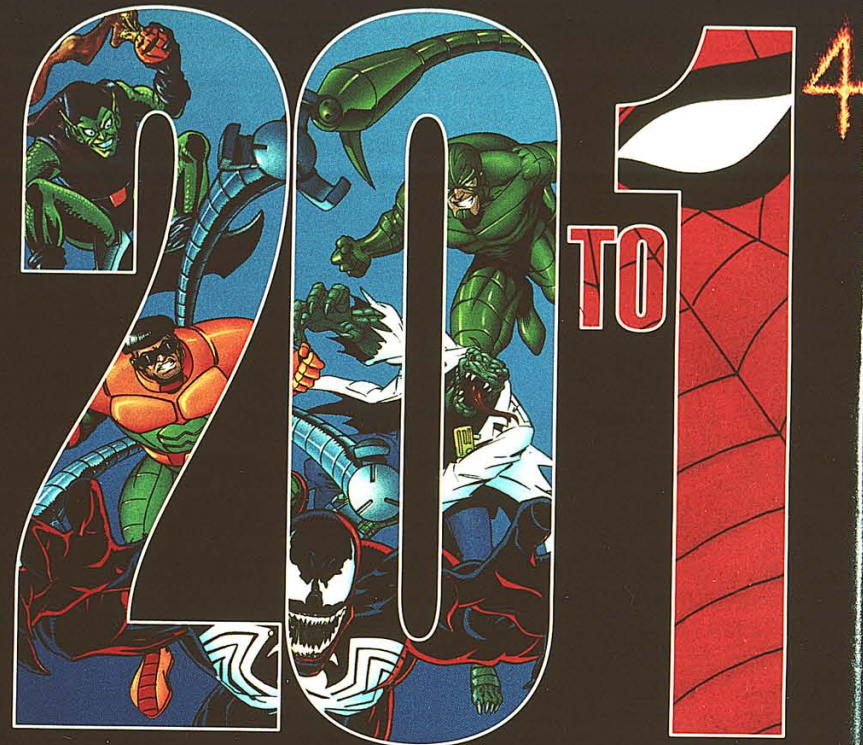
Whatever happens, I'm sure that you will do it in style. Wonderful job on this crossover! I'm waiting for part 3!!

Lloyd Balch
1181 Avenue K
Brooklyn, NY 11230

Well, Lloyd, though our lips are sealed on the ultimate fates of Spider-Man and his clone, we can tell you that the decided success of the Scarlet Spider in the books he's appeared would seem to indicate that a lot of people actually do care about a hero who was born in a test tube! Why don't you give old Ben a chance? We're betting you'll come around like so many of the other early nay-sayers have!

Dear Spider's Web,

Although I enjoy his expeditions into non-traditional comic book territory,



THE ODDS ARE AGAINST YOU.



LEAPING LIZARDS! SPIDEY'S
CLEANING UP THE SEWER.



FLAME ON! THE HUMAN TORCH™
HEATS UP THE BEETLE™



SPIDEY GETS THE
"JUMP KICK" ON VENOM™



FEATURING THE
FANTASTIC FOUR™



SHOCKER™



MYSTERIO™



SPIDERSLAYER™



OWL™



VULTURE™



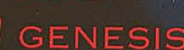
RHINO™



BEETLE™



JACK O' LANTERN™



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